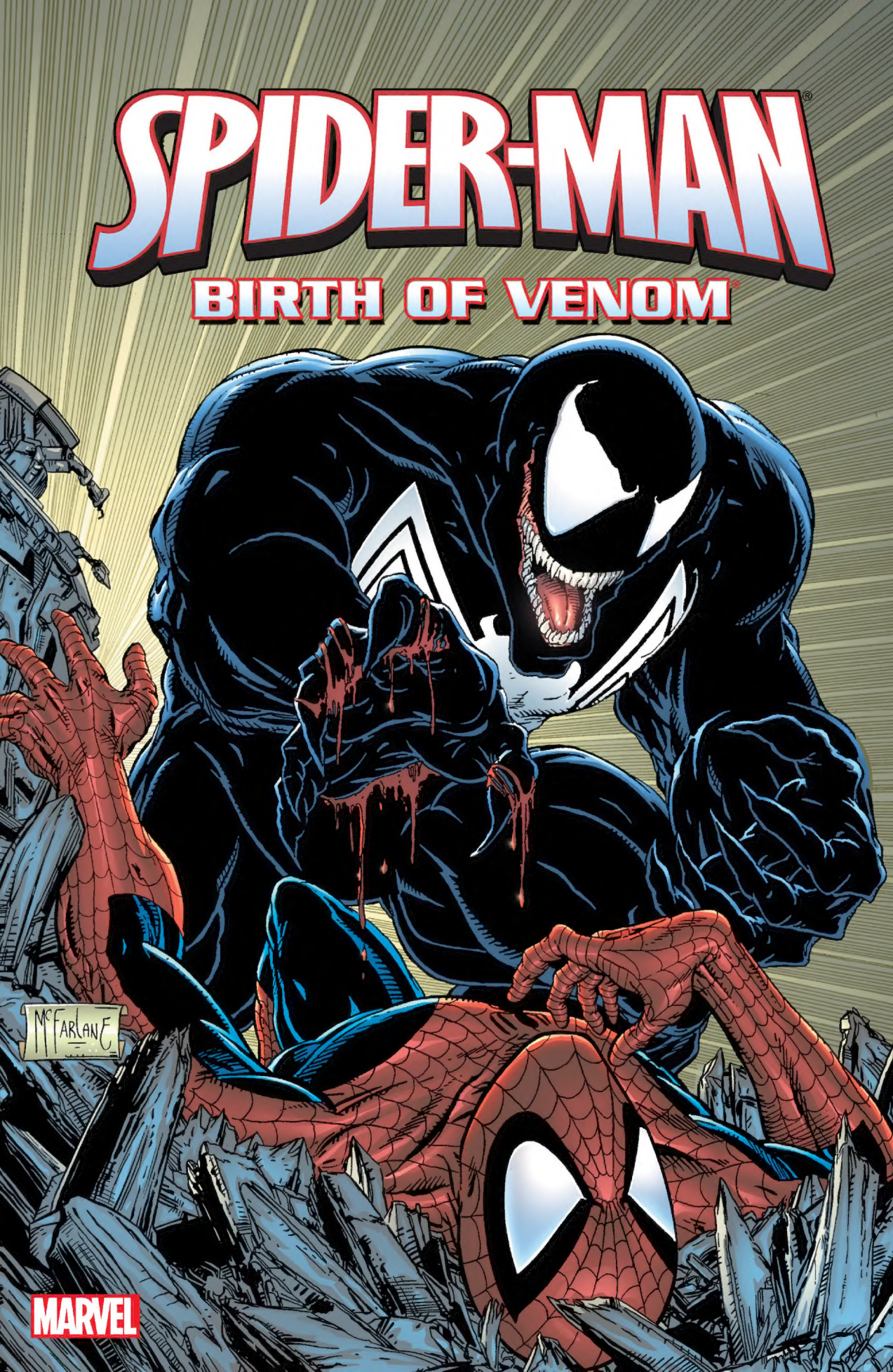
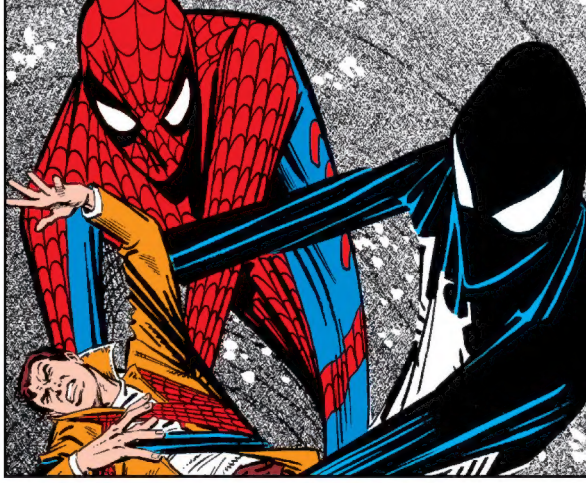
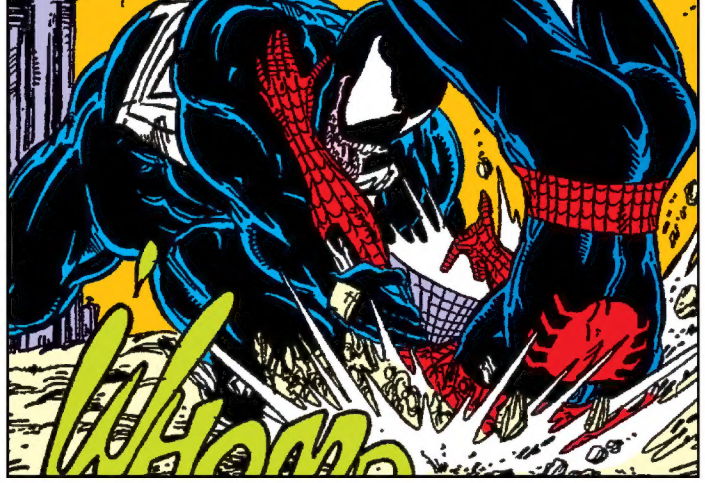

SPIDER-MAN
BIRTH OF VENOM
McFARLANE
MARVEL



SPIDER-MAN

BIRTH OF VENOM



SPIDER-MAN
BIRTH OF VENOM

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Special Thanks to Ralph Macchio, Lee Hilly & Pond Scum

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Among Spider-Man's most fantastic adventures, few compare to the Secret Wars. In the days when Spider-Man had just recently left graduate school, he and fellow heroes, including members of the X-Men, Avengers, and Fantastic Four, were transported to a constructed planet called Battleworld along with over a dozen of Earth's most reprehensible villains — including Galactus! An invisible, near-omnipotent being called the Beyonder challenged the two teams to battle as he studied the concept of desire. In the course of one battle, clashing with Titania, Spider-Man's costume was shredded.

The Heroes of the Secret Wars — art by Mike Zeck

#8 IN A TWELVE-ISSUE LIMITED SERIES
MARVEL SUPER HEROES™
SECRET WARS™
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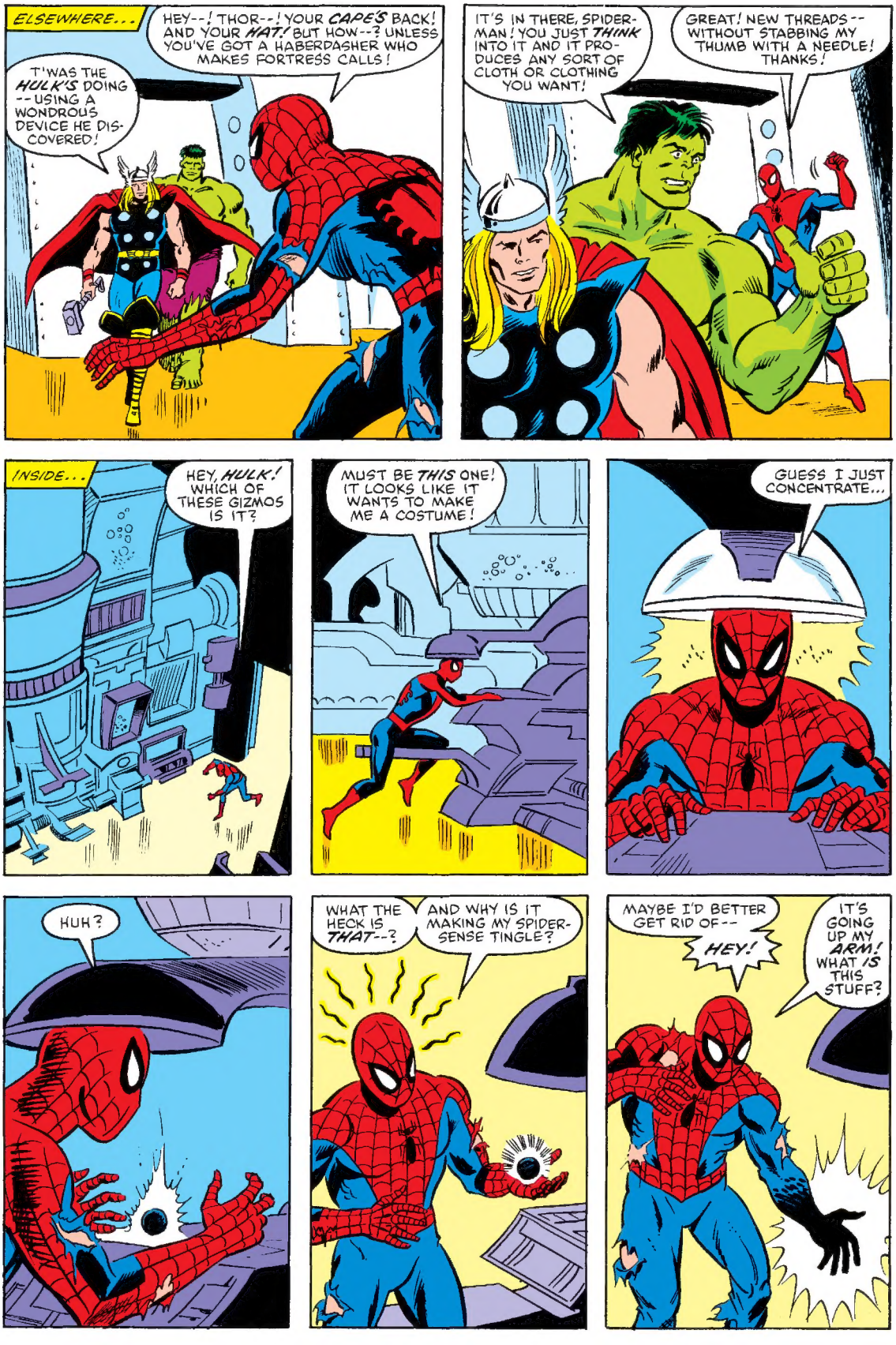
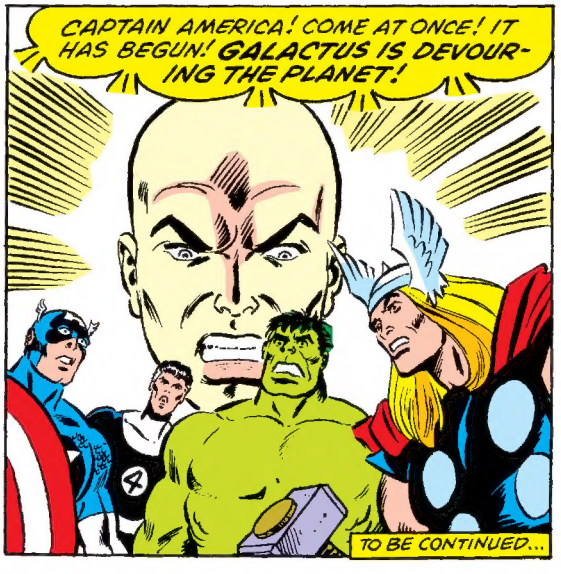
APPROVED BY THE COMICS CODE AUTHORITY
MZ JB
AMID THE CHAOS, THERE COMES A COSTUME--!

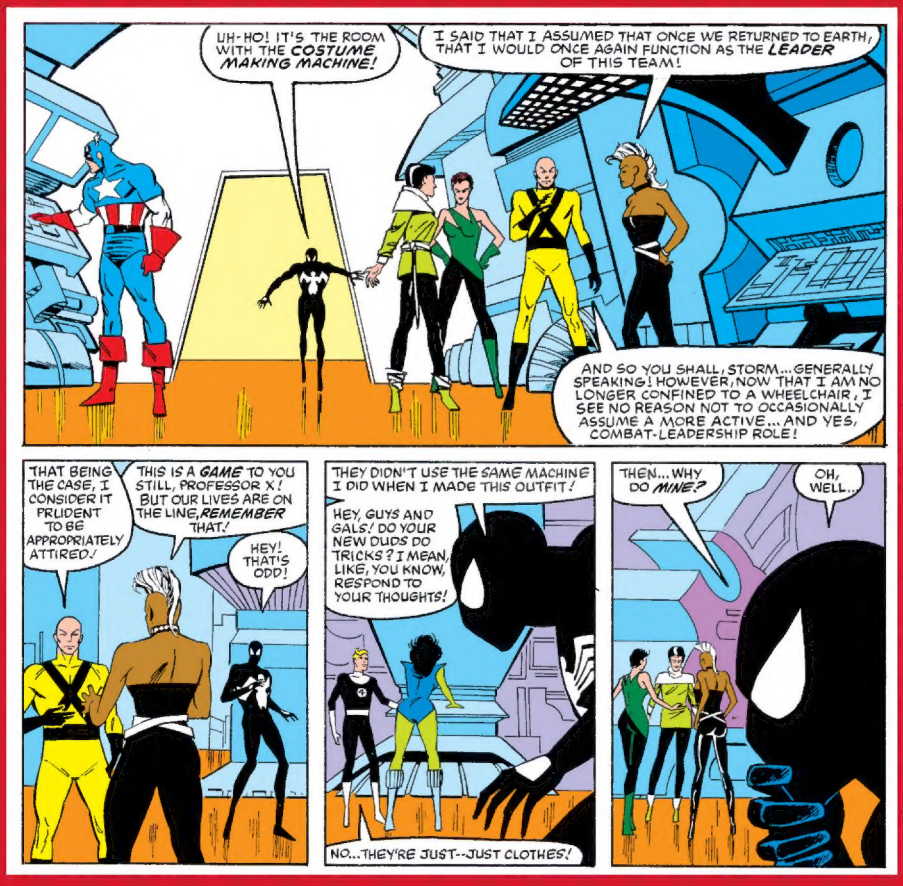

ELSEWHERE...
HEY--! THOR--! YOUR CAPE'S BACK! AND YOUR HAT! BUT HOW--? UNLESS YOU'VE GOT A HABERDASHER WHO MAKES FORTRESS CALLS!
T'WAS THE HULK'S DOING --USING A WONDROUS DEVICE HE DISCOVERED!
IT'S IN THERE, SPIDER-MAN! YOU JUST THINK INTO IT AND IT PRODUCES ANY SORT OF CLOTH OR CLOTHING YOU WANT!
GREAT! NEW THREADS -- WITHOUT STABBING MY THUMB WITH A NEEDLE! THANKS!
INSIDE...
HEY, HULK! WHICH OF THESE GIZMOS IS IT?
MUST BE THIS ONE! IT LOOKS LIKE IT WANTS TO MAKE ME A COSTUME!
GUESS I JUST CONCENTRATE...
HUH?
WHAT THE HECK IS THAT--?
AND WHY IS IT MAKING MY SPIDER-SENSE TINGLE?
MAYBE I'D BETTER GET RID OF--
HEY!
IT'S GOING UP MY ARM! WHAT IS THIS STUFF?

WELL, I'LL BE AN EIGHT-BALL'S UNCLE!
THAT GLOB JUST-- JUST SPREAD OUT AND BECAME A COSTUME --AND DISSOLVED AWAY THE TATTERS OF MY OLD ONE IN THE PROCESS!
NOT BAD! DIFFERENT... BUT NOT BAD!
I WONDER WHY IT DIDN'T COME OUT LIKE MY OLD ONE? THAT'S WHAT I WAS THINKING OF?

OH, WELL... MAYBE I WAS SUBCONSCIOUSLY INFLUENCED BY THAT NEW SPIDER-WOMAN'S SUIT! HOPE SHE DOESN'T MIND!
WHOA! WHAT WAS THAT? A PLANETQUAKE?


CAPTAIN AMERICA! COME AT ONCE! IT HAS BEGUN! GALACTUS IS DEVOURING THE PLANET!
TO BE CONTINUED...

Donned in his new mysterious ebony costume, Spider-Man returned home ready to face new challenges, both fantastic and mundane. He had recently revealed his secret identity to the reformed burglar, the Black Cat. Their romance was often frustrating, ethically challenging, yet wildly exciting. Though Spider-Man truly loved her, the Cat only loved Spider-Man — not the humdrum Peter Parker. She feared telling him that she owed the Kingpin for a clandestine power augmentation she received in order not to be a liability to her lover while fighting crime by his side. Further complicating Peter's love life, his old redheaded flame, Mary Jane Watson, moved back from Florida after previously rejecting Peter's marriage proposal. Aunt May, unaware that her dear nephew was also "that awful Spider-Man," began conspiring with Mary Jane's Aunt Anna to pair Peter and MJ together again. While the world believed Norman Osborn, the original Green Goblin, had died, a mystery man acquired Osborn's equipment and arsenal. Renaming himself the Hobgoblin, he made deals with the criminal underworld while blackmailing many of New York's wealthy businessmen - including Peter's old college roommate Harry Osborn, who, with wife Liz, was expecting his first child.


UH-HO! IT'S THE ROOM WITH THE COSTUME MAKING MACHINE!
I SAID THAT I ASSUMED THAT ONCE WE RETURNED TO EARTH, THAT I WOULD ONCE AGAIN FUNCTION AS THE LEADER OF THIS TEAM!
AND SO YOU SHALL, STORM... GENERALLY SPEAKING! HOWEVER, NOW THAT I AM NO LONGER CONFINED TO A WHEELCHAIR, I SEE NO REASON NOT TO OCCASIONALLY ASSUME A MORE ACTIVE... AND YES, COMBAT-LEADERSHIP ROLE!
THAT BEING THE CASE, I CONSIDER IT PRUDENT TO BE APPROPRIATELY ATTIRED!
THIS IS A GAME TO YOU STILL, PROFESSOR X! BUT OUR LIVES ARE ON THE LINE, REMEMBER THAT!
HEY! THAT'S ODD!
THEY DIDN'T USE THE SAME MACHINE I DID WHEN I MADE THIS OUTFIT!
HEY, GUYS AND GALS! DO YOUR NEW DUDS DO TRICKS? I MEAN, LIKE, YOU KNOW, RESPOND TO YOUR THOUGHTS!
NO...THEY'RE JUST--JUST CLOTHES!
THEN... WHY DO MINE?
OH, WELL...

Spidey realizes he didn't use the "costume machine" before — art by Mike Zeck

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the AMAZING SPIDER-MAN
THE RUMORS ARE TRUE.
INTRODUCING... THE NEW SPIDER-MAN!
FRENZ JANSON

WELL, WHAT'S THE VERDICT?
NOT BAD, OVERALL. I LIKE THE HEADLINE. IT'S A REAL GRABBER! BUT THIS PHOTO MONTAGE IS TOO "ARTSY" FOR ME.
YOUR FRONT PAGES WILL BE A LOT MORE STRIKING IF YOU JUST CONCENTRATE ON A SINGLE EXCITING VISUAL--INSTEAD OF TRYING TO DAZZLE YOUR READERS WITH SPECIAL EFFECTS!
★★★★ FINAL
Vol. 68, No. 195
DAILY BUGLE
New York, February 4, 1984
Sunny and cool today and partly Sunny tomorrow. Details on page 75
Price 30¢
WHERE ARE THEY ?!?
Still No Word On Missing Heroes
Stories on Page 2, Additional Photos on Centerfold

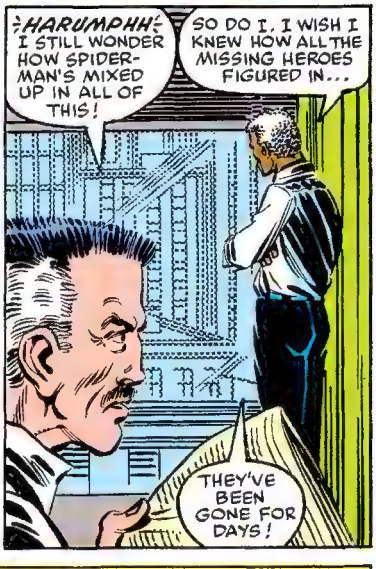
SOME NICE REPORTING ON THIS STORY ABOUT THE MISSING HEROES--BUT I WOULD HAVE PREFERRED A FEW MORE PICTURES ON PAGE TWO.
WHY DIDN'T YOU USE ANY PHOTOS BY PETER PARKER? THIS SORT OF THING IS USUALLY HIS MEAT.
I TRIED TO CALL PETE A NUMBER OF TIMES IN THE PAST WEEK...BUT HE SEEMS TO BE OUT OF TOWN.
Heroes Gone!
Crime On The Rise
by Lynn Craig
In the wake of the mysterious disappearances of many of this city's costumed heroes, rumors of dramatic increases in violent crimes were confirmed today when the Bureau of Statistics released its weekly unaudited report. Violent crimes rose overall an average of 14% in the preceding week. Notable exceptions were the incidents of bank robbery, which increased 23%, and the incidents of armed assault, which rose a staggering 37%.
Many officials in the New York City Police Department, however remain unconvinced that these statistical increases are directly related to the alleged dis-
— Continued on Page 17
The Sheep Meadow in New York City's Central Park, where it is believed that the abduction took place
No Clues at Disappearance Site
A list of those missing reads like a regular who's who of super heroes: Captain America, The Wasp, Thor, The She-Hulk and Iron Man of the Avengers; Mr. Fantastic, The Human Torch and
— Continued on Page 17
Wanda Maximoff, The Scarlet Witch
'No Comment' Says Witch
Snow
THAT'S THE TROUBLE WITH FREELANCERS. THEY'RE UNDEPENDABLE! THEY ALWAYS SEEM TO BE UNDERFOOT-- EXCEPT FOR THE TIMES WHEN YOU REALLY NEED ONE.
Ms. Maximoff, however,
— Continued on Page 17
She Fears The Worst
CONOVER'S CORNER
by Jacob Conover
Technically, she is not an Avenger She has no official ties with this team of super heroes. She has never been considered a part of their organization, and has never even applied for membership Even the most casual of observers can see that she has absolutely no legal right to live within their world-famous mansion headquarters. And yet, she is there. She has moved into that famous Fifth Avenue landmark, and made it her temporary home while she awaits word . . . any word . . . of her missing husband.
The woman's name is Mockingbird, and her husband is Hawkeye.
— Continued on Page 26
Newly married Mockingbird anxiously awaits word on husband's fate

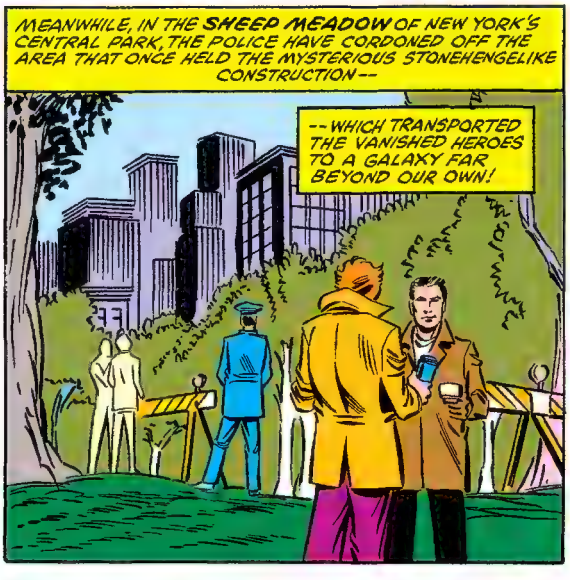
THE PAPER LOOKS GOOD, ROBBIE -- REAL GOOD!
THIS LEAD STORY WILL HAVE EVERYONE IN THE CITY WONDERING WHAT'S HAPPENED TO THOSE HEROES.
I'M GLAD YOU'RE PLEASED, JONAH.
I HAVE ONLY ONE COMPLAINT...

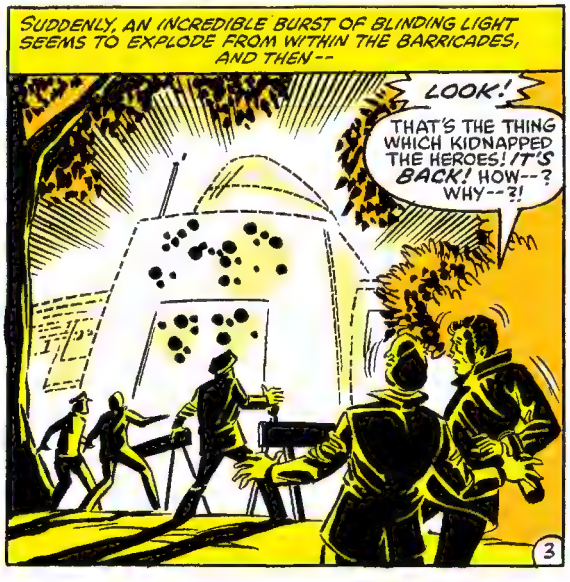
YOU NEVER ONCE CONFRONTED THE QUESTION OF SPIDER-MAN'S INVOLVEMENT!
IS HE BEHIND THESE DISAPPEARANCES? WHAT DOES HE HOPE TO GAIN?
SLOW DOWN, JONAH...

AS THE PUBLISHER OF THE DAILY BUGLE, YOU CAN REPLACE ME ANY TIME YOU CHOOSE, BUT AS LONG AS I'M THE EDITOR-IN-CHIEF HERE--
--I'M GOING TO RUN THIS NEWSPAPER MY WAY!

DAILY BUGLE
IF YOU WANT TO KEEP PERSECUTING SPIDER-MAN, YOU'LL HAVE TO DO IT ON THE EDITORIAL PAGES--AND NOT IN MY HEADLINES!
IS THAT UNDERSTOOD?


HARUMPHH! I STILL WONDER HOW SPIDER-MAN'S MIXED UP IN ALL OF THIS!
SO DO I, I WISH I KNEW HOW ALL THE MISSING HEROES FIGURED IN...
THEY'VE BEEN GONE FOR DAYS!


MEANWHILE, IN THE SHEEP MEADOW OF NEW YORK'S CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE AREA THAT ONCE HELD THE MYSTERIOUS STONEHENGELIKE CONSTRUCTION--
--WHICH TRANSPORTED THE VANISHED HEROES TO A GALAXY FAR BEYOND OUR OWN!


SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT SEEMS TO EXPLODE FROM WITHIN THE BARRICADES, AND THEN--
LOOK!
THAT'S THE THING WHICH KIDNAPPED THE HEROES! IT'S BACK! HOW--? WHY--?!

STAN LEE PRESENTS: A NEW CHAPTER -- A NEW BEGINNING -- IN THE LIFE OF THE AMAZING SPIDER-MAN!
"HOMECOMING!"
BUT THEN, BEFORE ANOTHER QUESTION CAN BE UTTERED, OR A MOVE BE MADE...
HANG ON, DOC CONNORS!
I THINK WE'RE GOING TO MAKE IT THIS TIME!
ROGER STERN PLOT
TOM DEFALCO SCRIPT
RON FRENZ PENCIL BREAKDOWNS
BRETT BREEDING FINISHED ART
JOE ROSEN LETTERS
GLYNIS WEIN COLORS
DANNY FINGEROTH EDITOR
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WE DID IT! WE REALLY DID IT!
WE GOT THROUGH!
HEY, BUDDY! IF YOU'VE GOT ANYTHING LEFT IN THAT THERMOS, MY FRIEND AND I COULD SURE USE A DRINK! WE'VE BEEN TRAVELING A LONNNNG TIME!
S-SURE... HELP YOURSELVES!
TAKE A BIG GULP, DOC. YOU'LL FEEL BETTER.
S-SPIDER-MAN, IS IT TRUE--? H-HAVE WE REALLY RETURNED TO PLANET EARTH?!
IT LOOKS THAT WAY!
TH-THANK GOD!
EVERYTHING'S GOING TO BE FINE NOW! WE'RE FINALLY BACK HOME, AND--
HEY! I JUST REALIZED...
WE REALLY ARE BACK HOME!
POLICE
YA-YA-HOO!
5

WE'RE BACK! WE'RE BACK!
HEY, YOU!
DO YOU MIND TELLING US WHAT'S GOING ON HERE?
WHO ARE YOU, ANYWAY?!
ME?! I'M SPIDER-MAN--
--AND I'M REAL GLAD TO KNOW YOU!
SMEK!
÷?!?÷
CUT THE COMEDY, WISE GUY!
WE'VE ALL SEEN SPIDER-MAN BEFORE-- AND YOU DON'T LOOK A THING LIKE HIM!
WE WANT SOME ANSWERS-- NOW!
BE CAREFUL WITH THAT GUN, QUICKDRAW!
WE DON'T WANT IT TO ACCIDENTALLY GO OFF, AND HURT SOMEONE--
PWIP!
"--DO WE?!"
MY HAND--?
WHAT DID HE DO TO MY HAND?
AT THAT EXACT INSTANT, THE BIZARRE CONSTRUCT FLARES AGAIN, AND THEN...
HEY! LOOK WHO DECIDED TO JOIN THE PARTY!
THE AVENGERS!
÷WHEW÷ IT'S ABOUT TIME! FOR A MINUTE THERE, I WAS AFRAID THAT CONNORS AND I WERE THE ONLY ONES WHO MADE IT HOME!
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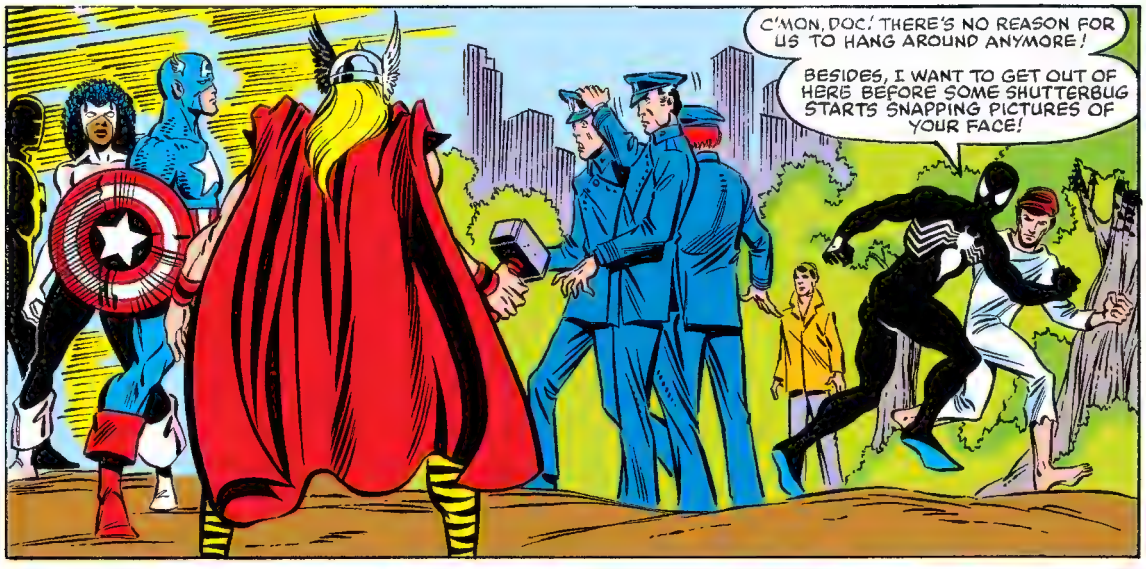
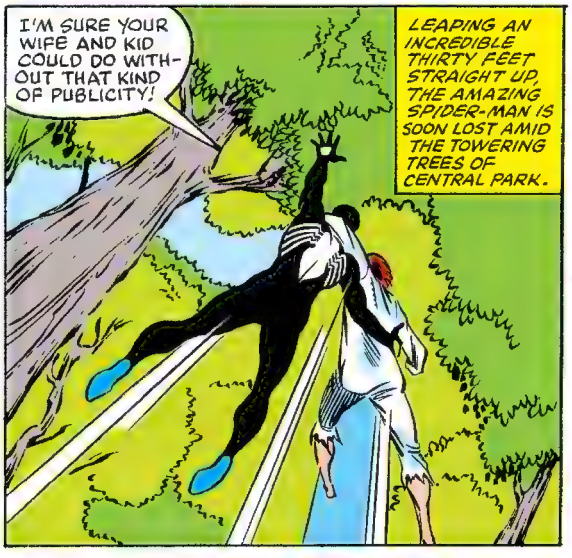
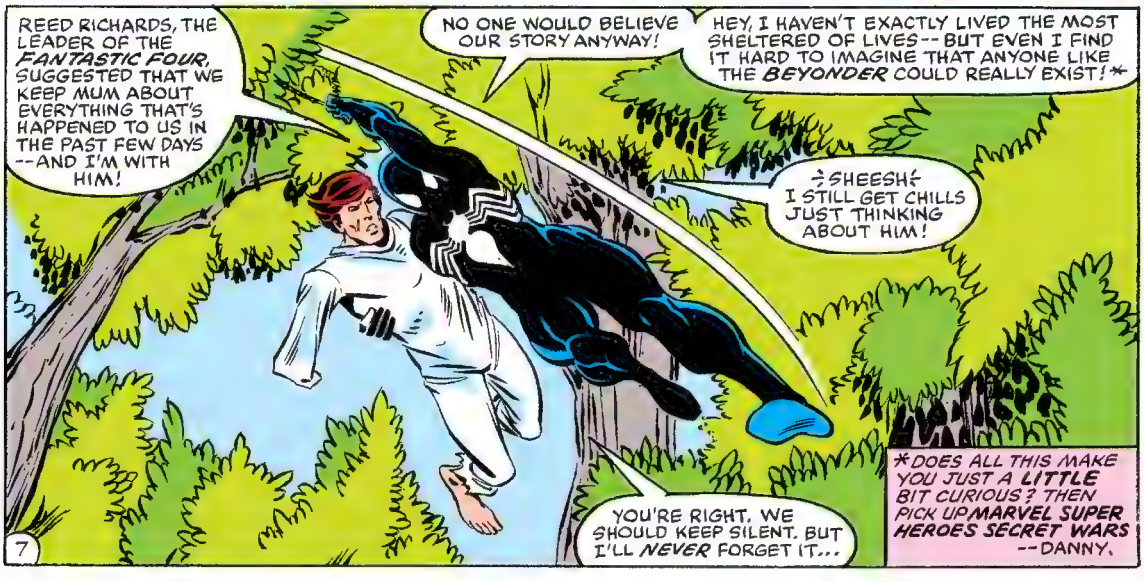
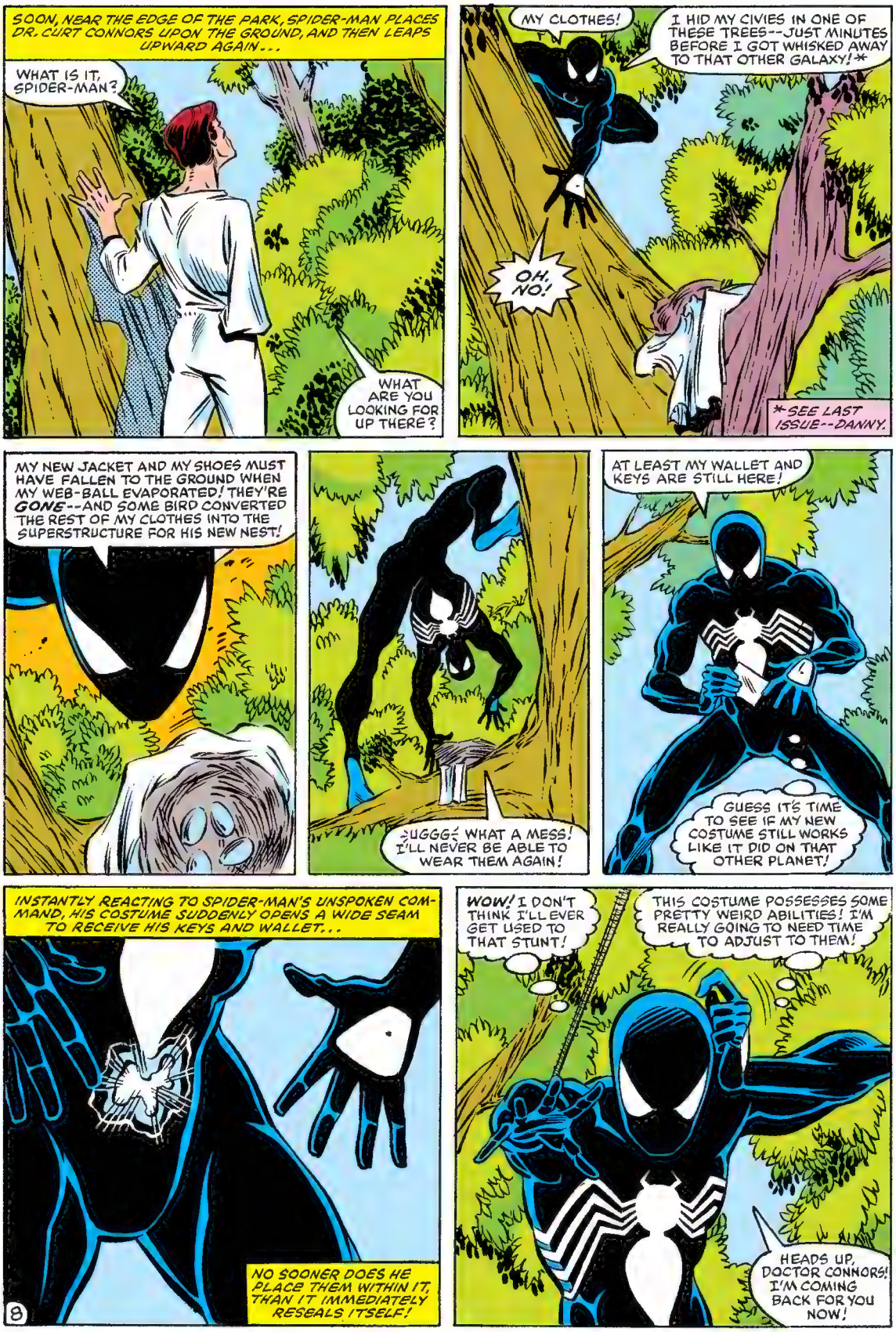
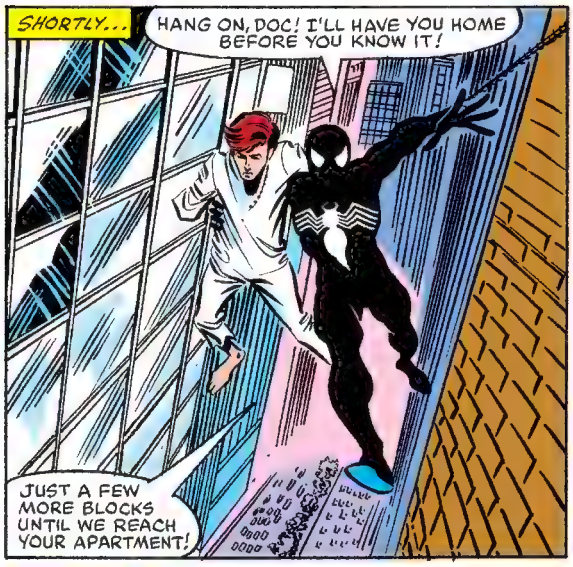

C'MON, DOC! THERE'S NO REASON FOR US TO HANG AROUND ANYMORE!
BESIDES, I WANT TO GET OUT OF HERE BEFORE SOME SHUTTERBUG STARTS SNAPPING PICTURES OF YOUR FACE!

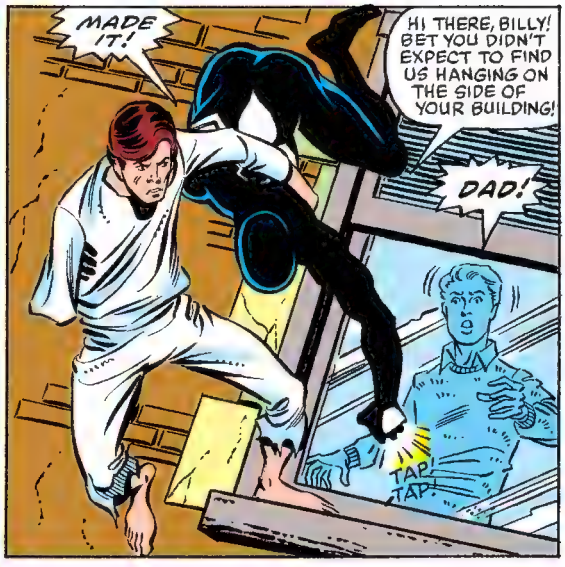

I'M SURE YOUR WIFE AND KID COULD DO WITHOUT THAT KIND OF PUBLICITY!
LEAPING AN INCREDIBLE THIRTY FEET STRAIGHT UP, THE AMAZING SPIDER-MAN IS SOON LOST AMID THE TOWERING TREES OF CENTRAL PARK.

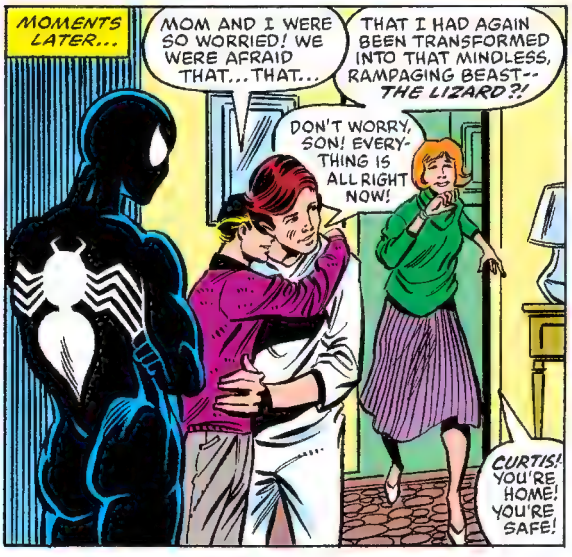
SPIDER-MAN, WHAT ARE WE GOING TO TELL THE WORLD ABOUT ALL WE'VE SEEN--ALL WE'VE EXPERIENCED?!
I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT.

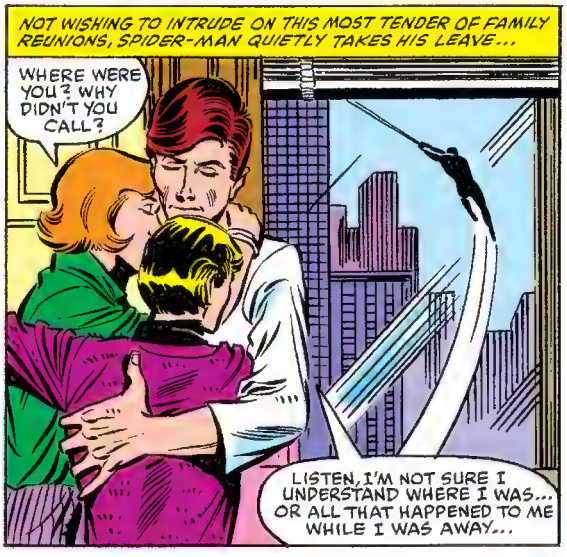

REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, SUGGESTED THAT WE KEEP MUM ABOUT EVERYTHING THAT'S HAPPENED TO US IN THE PAST FEW DAYS --AND I'M WITH HIM!
NO ONE WOULD BELIEVE OUR STORY ANYWAY!
HEY, I HAVEN'T EXACTLY LIVED THE MOST SHELTERED OF LIVES--BUT EVEN I FIND IT HARD TO IMAGINE THAT ANYONE LIKE THE BEYONDER COULD REALLY EXIST!*
SHEESH! I STILL GET CHILLS JUST THINKING ABOUT HIM!
YOU'RE RIGHT. WE SHOULD KEEP SILENT. BUT I'LL NEVER FORGET IT...
*DOES ALL THIS MAKE YOU JUST A LITTLE BIT CURIOUS? THEN PICK UP MARVEL SUPER HEROES SECRET WARS --DANNY.

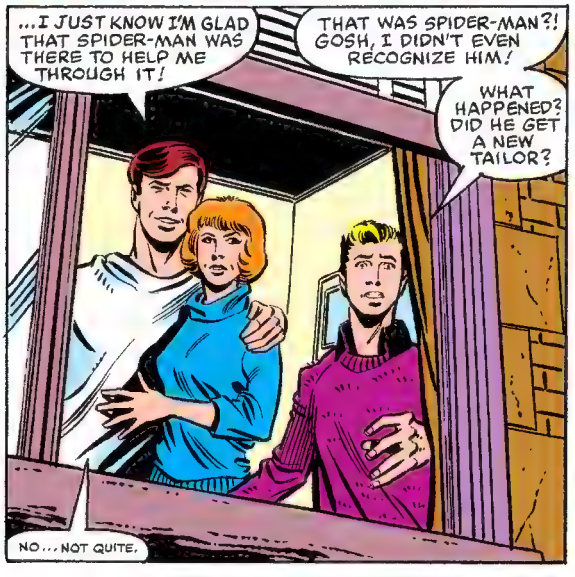

SOON, NEAR THE EDGE OF THE PARK, SPIDER-MAN PLACES DR. CURT CONNORS UPON THE GROUND, AND THEN LEAPS UPWARD AGAIN...
WHAT IS IT, SPIDER-MAN?
WHAT ARE YOU LOOKING FOR UP THERE?
MY CLOTHES!
I HID MY CIVIES IN ONE OF THESE TREES--JUST MINUTES BEFORE I GOT WHISKED AWAY TO THAT OTHER GALAXY!*
OH, NO!
*SEE LAST ISSUE--DANNY.
MY NEW JACKET AND MY SHOES MUST HAVE FALLEN TO THE GROUND WHEN MY WEB-BALL EVAPORATED! THEY'RE GONE--AND SOME BIRD CONVERTED THE REST OF MY CLOTHES INTO THE SUPERSTRUCTURE FOR HIS NEW NEST!
:UGGG: WHAT A MESS! I'LL NEVER BE ABLE TO WEAR THEM AGAIN!
AT LEAST MY WALLET AND KEYS ARE STILL HERE!
GUESS IT'S TIME TO SEE IF MY NEW COSTUME STILL WORKS LIKE IT DID ON THAT OTHER PLANET!
INSTANTLY REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS COSTUME SUDDENLY OPENS A WIDE SEAM TO RECEIVE HIS KEYS AND WALLET...
NO SOONER DOES HE PLACE THEM WITHIN IT, THAN IT IMMEDIATELY RESEALS ITSELF!
WOW! I DON'T THINK I'LL EVER GET USED TO THAT STUNT!
THIS COSTUME POSSESSES SOME PRETTY WEIRD ABILITIES! I'M REALLY GOING TO NEED TIME TO ADJUST TO THEM!
HEADS UP, DOCTOR CONNORS! I'M COMING BACK FOR YOU NOW!
8


SHORTLY...
HANG ON, DOC! I'LL HAVE YOU HOME BEFORE YOU KNOW IT!
JUST A FEW MORE BLOCKS UNTIL WE REACH YOUR APARTMENT!

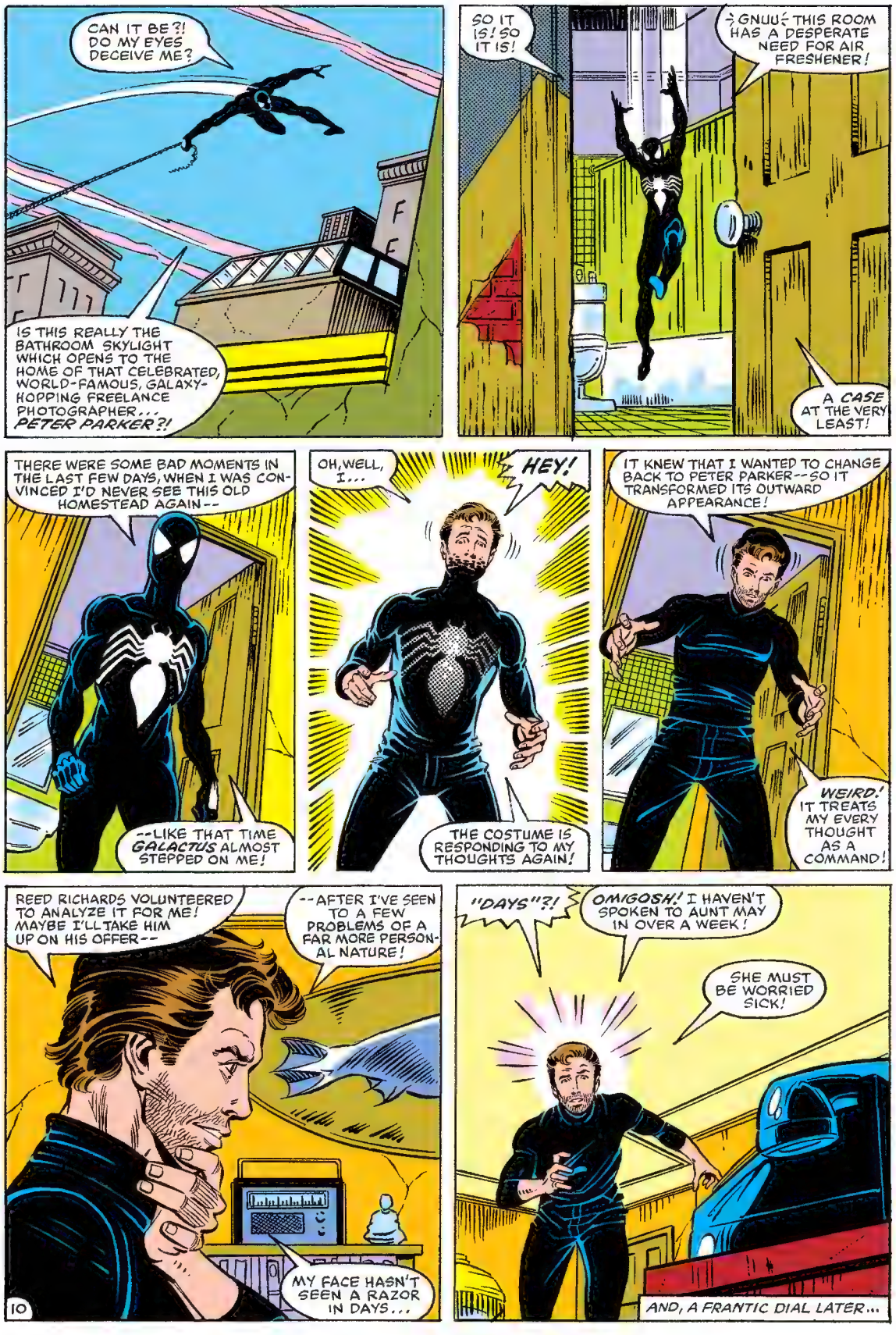

MADE IT!
HI THERE, BILLY! BET YOU DIDN'T EXPECT TO FIND US HANGING ON THE SIDE OF YOUR BUILDING!
DAD!
TAP! TAP!


MOMENTS LATER...
MOM AND I WERE SO WORRIED! WE WERE AFRAID THAT... THAT...
THAT I HAD AGAIN BEEN TRANSFORMED INTO THAT MINDLESS, RAMPAGING BEAST-- THE LIZARD?!
DON'T WORRY, SON! EVERYTHING IS ALL RIGHT NOW!
CURTIS! YOU'RE HOME! YOU'RE SAFE!


NOT WISHING TO INTRUDE ON THIS MOST TENDER OF FAMILY REUNIONS, SPIDER-MAN QUIETLY TAKES HIS LEAVE...
WHERE WERE YOU? WHY DIDN'T YOU CALL?
LISTEN, I'M NOT SURE I UNDERSTAND WHERE I WAS... OR ALL THAT HAPPENED TO ME WHILE I WAS AWAY...


...I JUST KNOW I'M GLAD THAT SPIDER-MAN WAS THERE TO HELP ME THROUGH IT!
THAT WAS SPIDER-MAN?! GOSH, I DIDN'T EVEN RECOGNIZE HIM!
WHAT HAPPENED? DID HE GET A NEW TAILOR?
NO... NOT QUITE.

I DON'T KNOW WHAT THE FUTURE HOLDS FOR CURT CONNORS-- BUT I WISH HIM THE BEST! HE AND HIS FAMILY HAVE BEEN THROUGH ENOUGH GRIEF IN THE PAST FEW YEARS!
9

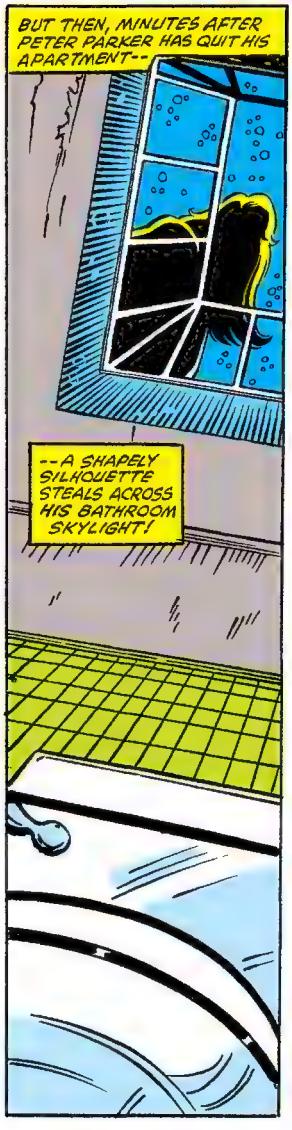

CAN IT BE?! DO MY EYES DECEIVE ME?
IS THIS REALLY THE BATHROOM SKYLIGHT WHICH OPENS TO THE HOME OF THAT CELEBRATED, WORLD-FAMOUS, GALAXY-HOPPING FREELANCE PHOTOGRAPHER... PETER PARKER?!
SO IT IS! SO IT IS!
÷GNUU÷ THIS ROOM HAS A DESPERATE NEED FOR AIR FRESHENER!
A CASE AT THE VERY LEAST!
THERE WERE SOME BAD MOMENTS IN THE LAST FEW DAYS, WHEN I WAS CONVINCED I'D NEVER SEE THIS OLD HOMESTEAD AGAIN--
--LIKE THAT TIME GALACTUS ALMOST STEPPED ON ME!
OH, WELL, I...
HEY!
THE COSTUME IS RESPONDING TO MY THOUGHTS AGAIN!
IT KNEW THAT I WANTED TO CHANGE BACK TO PETER PARKER--SO IT TRANSFORMED ITS OUTWARD APPEARANCE!
WEIRD! IT TREATS MY EVERY THOUGHT AS A COMMAND!
REED RICHARDS VOLUNTEERED TO ANALYZE IT FOR ME! MAYBE I'LL TAKE HIM UP ON HIS OFFER--
--AFTER I'VE SEEN TO A FEW PROBLEMS OF A FAR MORE PERSONAL NATURE!
MY FACE HASN'T SEEN A RAZOR IN DAYS...
"DAYS"?!
OMIGOSH! I HAVEN'T SPOKEN TO AUNT MAY IN OVER A WEEK!
SHE MUST BE WORRIED SICK!
AND, A FRANTIC DIAL LATER...

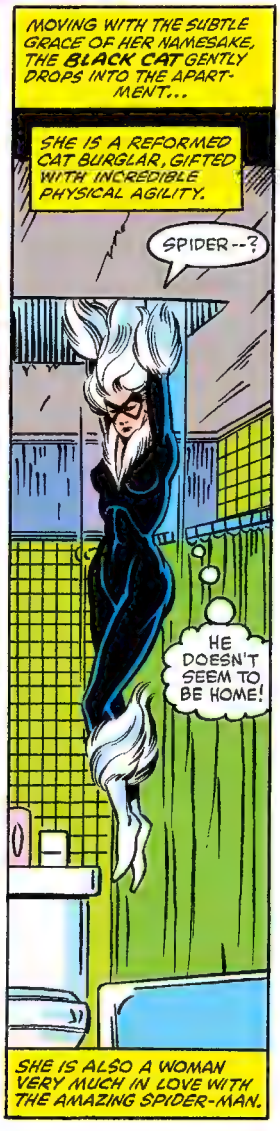
PETER? IT SEEMS LIKE IT'S BEEN AGES SINCE YOU LAST CALLED! WHEREVER HAVE YOU BEEN KEEPING YOURSELF?
LEAVE THE BOY ALONE, MAY! STOP TRYING TO SMOTHER HIM!
I'M SORRY, AUNT MAY! I WAS, UH, CALLED OUT OF TOWN UNEXPECTEDLY... ON A PHOTO ASSIGNMENT!
I INTENDED TO STOP BY FOR A VISIT BEFORE I LEFT, BUT I JUST DIDN'T GET THE CHANCE!
YES...YES... OF COURSE I FORGIVE YOU...(IT'S JUST THAT YOU KNOW HOW I SOMETIMES WORRY WHEN I DON'T HEAR FROM YOU!
"SOMETIMES WORRY"?!
MAY PARKER, YOU HAVE THE MOST INCREDIBLE GIFT FOR UNDERSTATEMENT!...AND ALL WITH A STRAIGHT FACE, TOO!
HUSH, NATHAN! PETER'S TALKING...
THAT'S ALL RIGHT, AUNT MAY! I'D HATE TO INTERRUPT A MASTER SHOWMAN WHEN HE'S ON A ROLL!
SUNDAY DINNER?! I'D LOVE TO JOIN YOU AND NATHAN... BUT ONLY IF I CAN BRING THE DESSERT!
WELL, THEN YOU CAN EXPECT ME!
IT USED TO BE, IF I WAS OUT OF TOUCH, AUNT MAY WOULD FLIP! SHE SEEMS SO TOGETHER THESE DAYS! I GUESS MOST OF THAT IS NATHAN LUBENSKY'S DOING! HE'S BEEN MIGHTY GOOD FOR HER!
I'VE GOT ANOTHER IMPORTANT PHONE CALL TO MAKE!
THIS ONE'S TO MY LADY--
"--FELICIA HARDY, THE BLACK CAT!"
BRRING! BRRING! BRRING!
NO ANSWER! I WONDER WHERE SHE COULD BE?
FELICIA AND I HAVE SOME SERIOUS TALKING TO DO!
I'M GETTING BETTER AND BETTE
BURMA SH
IT'S TIME WE STRAIGHTENED OUT THIS WACKY RELATIONSHIP OF OURS!
11

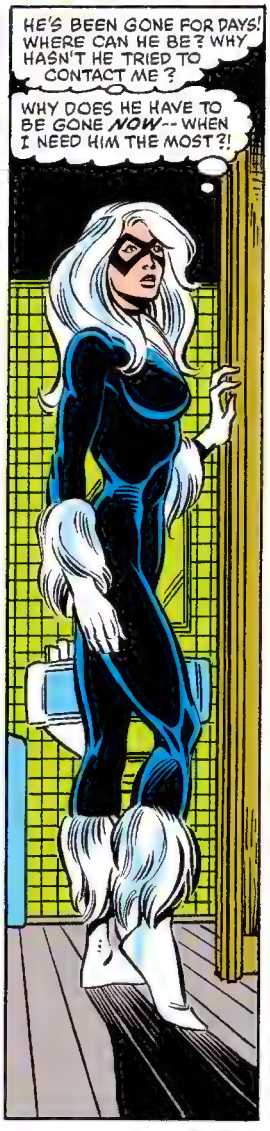
I KNOW THAT SOMETHING HAS BEEN TROUBLING HER LATELY--BUT SHE WON'T LET ME IN ON IT!
WHAT CAN IT BE?
WHY WON'T SHE CONFIDE IN ME?!

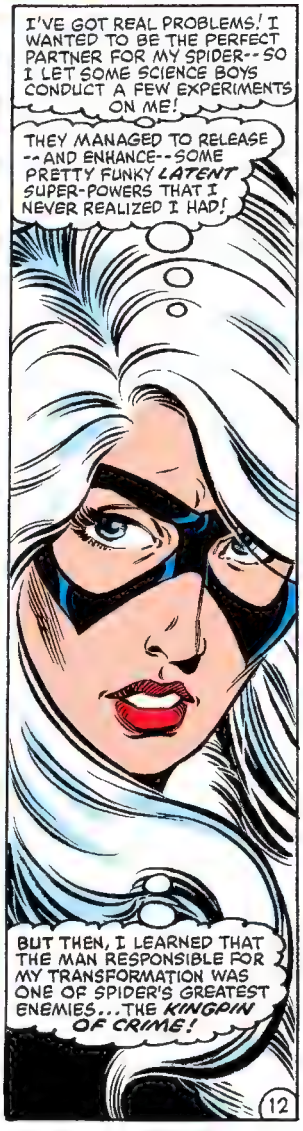
ACCORDING TO CAPTAIN AMERICA AND THE HUMAN TORCH, SHE'S BEEN RACING AROUND TOWN--TRYING TO FIND A WAY TO ACQUIRE SUPER-POWERS*...
...SO SHE CAN BATTLE BY MY SIDE!
THE LADY'S ASKING FOR TROUBLE... BUT SHE'S SO HEAD-STRONG...
*SEE PETER PARKER, THE SPECTACULAR SPIDER-MAN #89 -- DANNY.

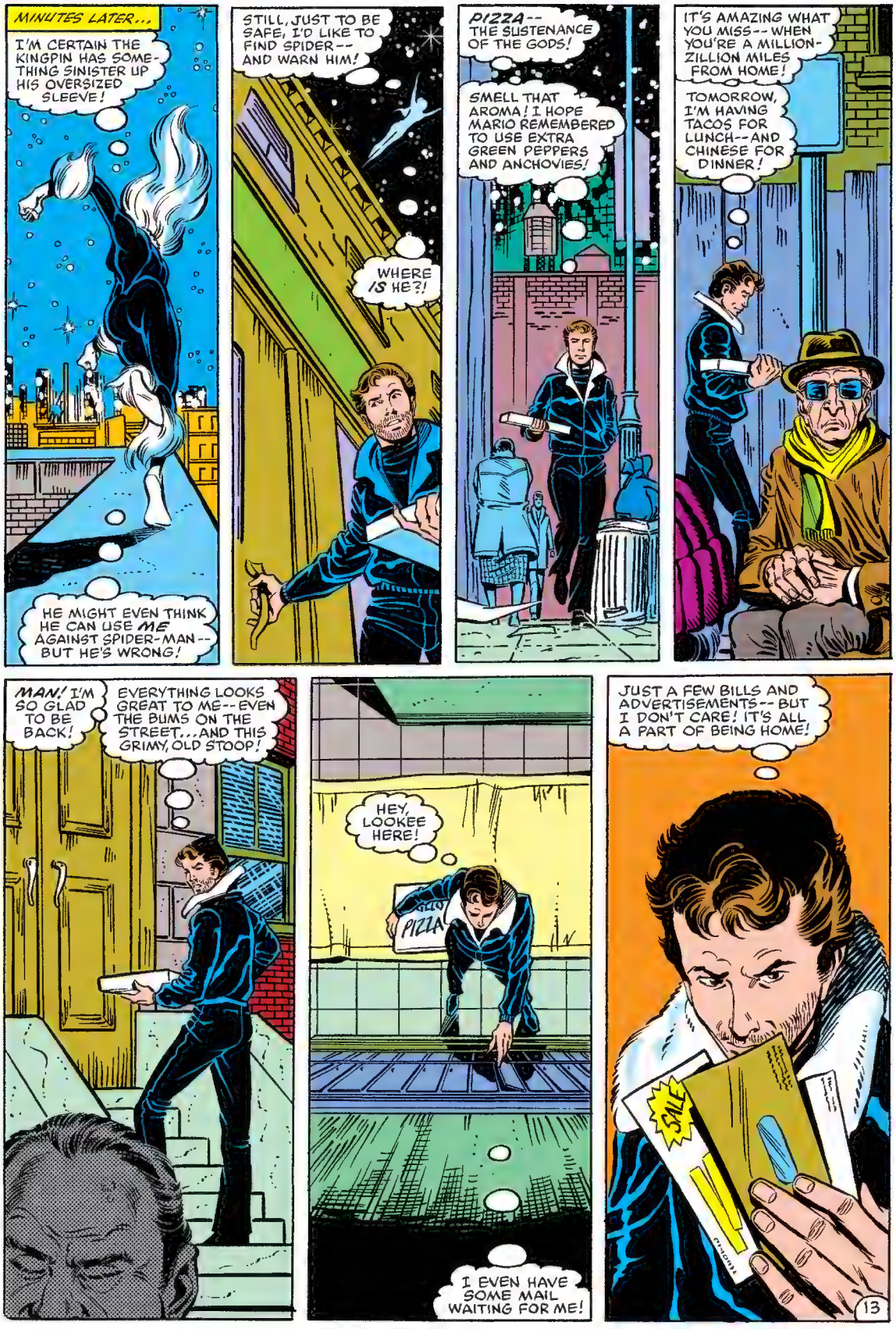
BUT WHY COMPLAIN? I REALLY CARE FOR HER--EVEN THOUGH SHE CAN BE SO FLAKEY AT TIMES!
I'LL TRY TO REACH HER AGAIN LATER--AFTER I'VE HAD A CHANCE TO CHOW DOWN!
RIGHT NOW, MY BODY CRAVES FOOD! TRAVELING ACROSS THE UNIVERSE IS HUNGRY WORK!

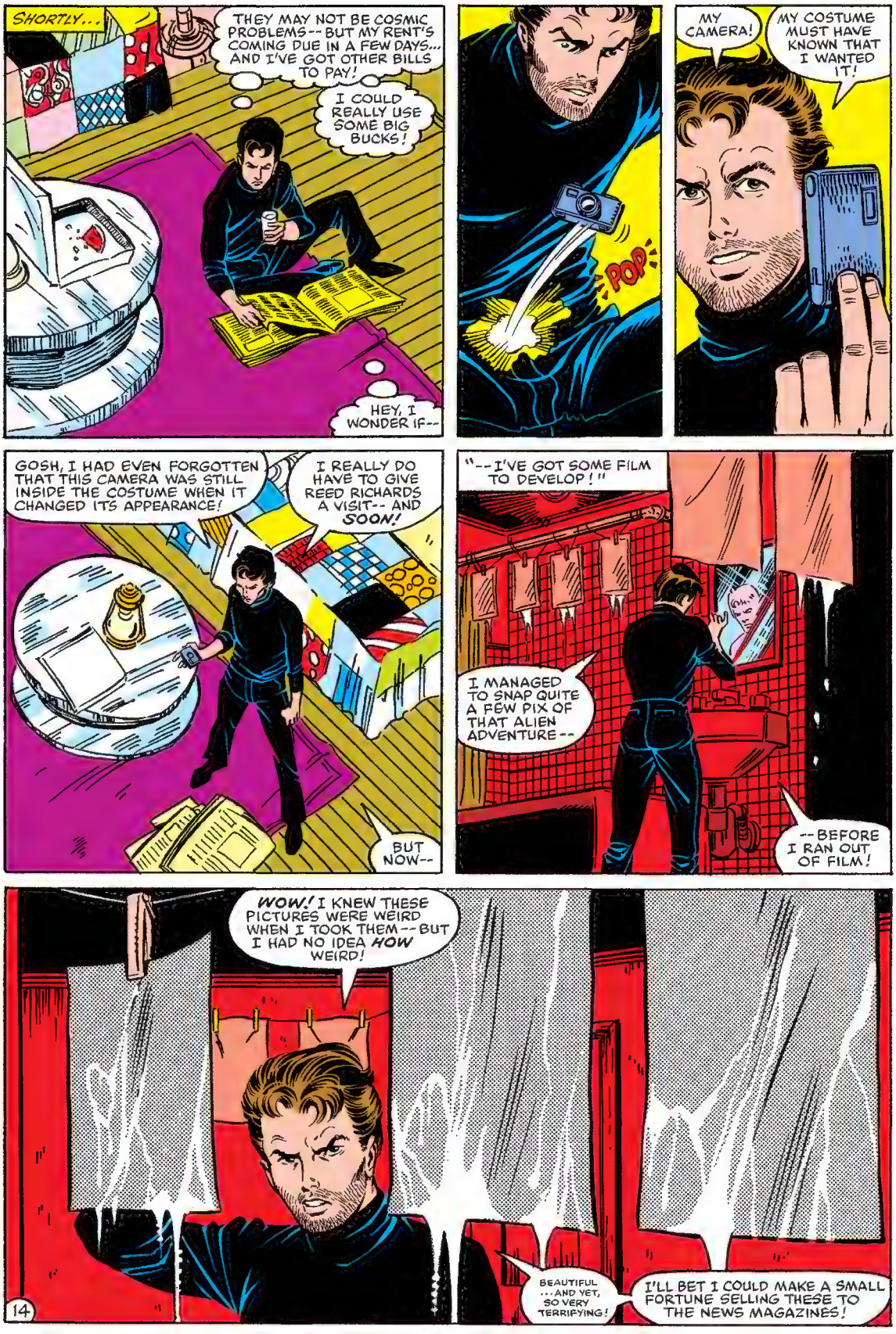

BUT THEN, MINUTES AFTER PETER PARKER HAS QUIT HIS APARTMENT--
--A SHAPELY SILHOUETTE STEALS ACROSS HIS BATHROOM SKYLIGHT!

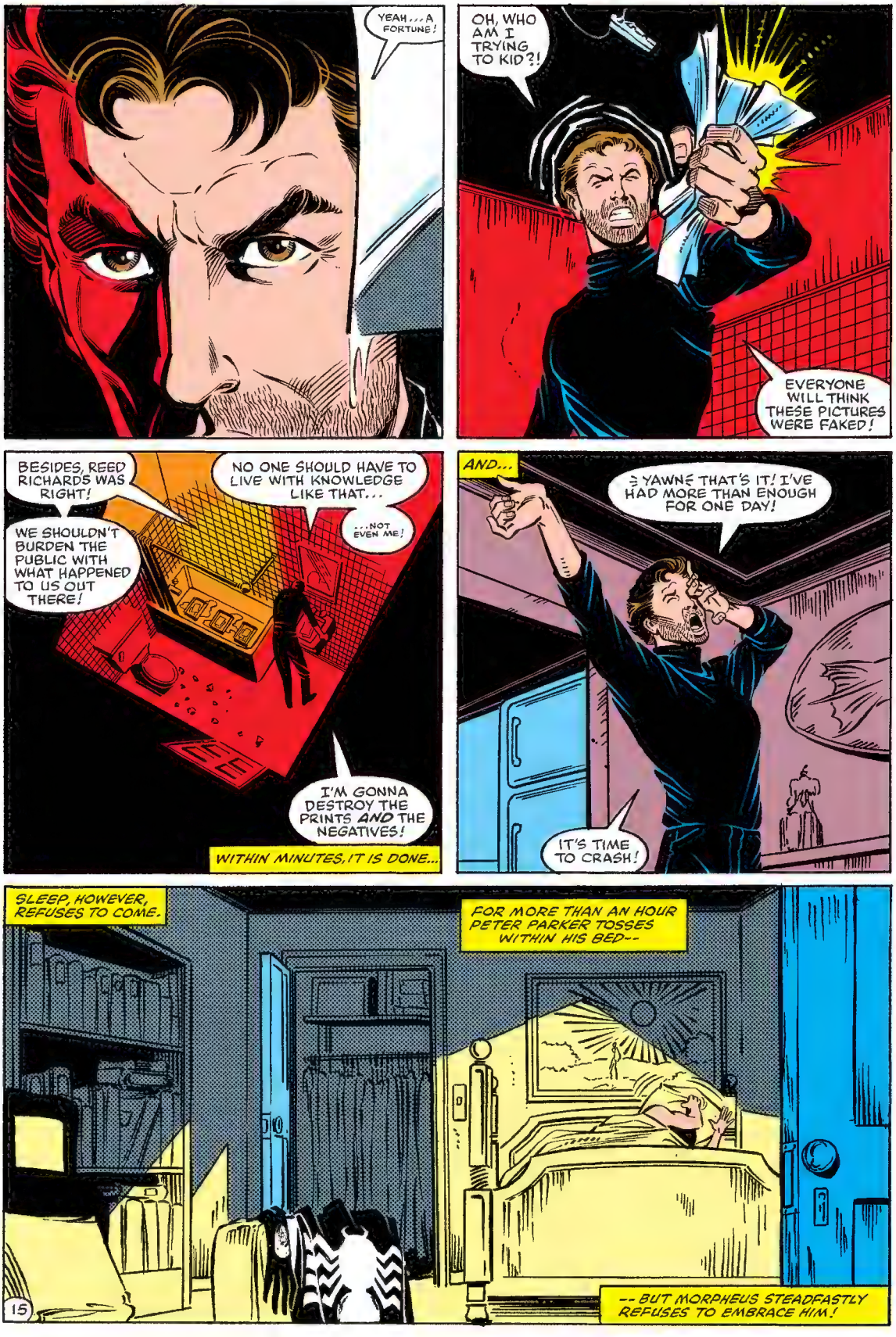

MOVING WITH THE SUBTLE GRACE OF HER NAMESAKE, THE BLACK CAT GENTLY DROPS INTO THE APARTMENT...
SHE IS A REFORMED CAT BURGLAR, GIFTED WITH INCREDIBLE PHYSICAL AGILITY.
SPIDER--?
HE DOESN'T SEEM TO BE HOME!
SHE IS ALSO A WOMAN VERY MUCH IN LOVE WITH THE AMAZING SPIDER-MAN.

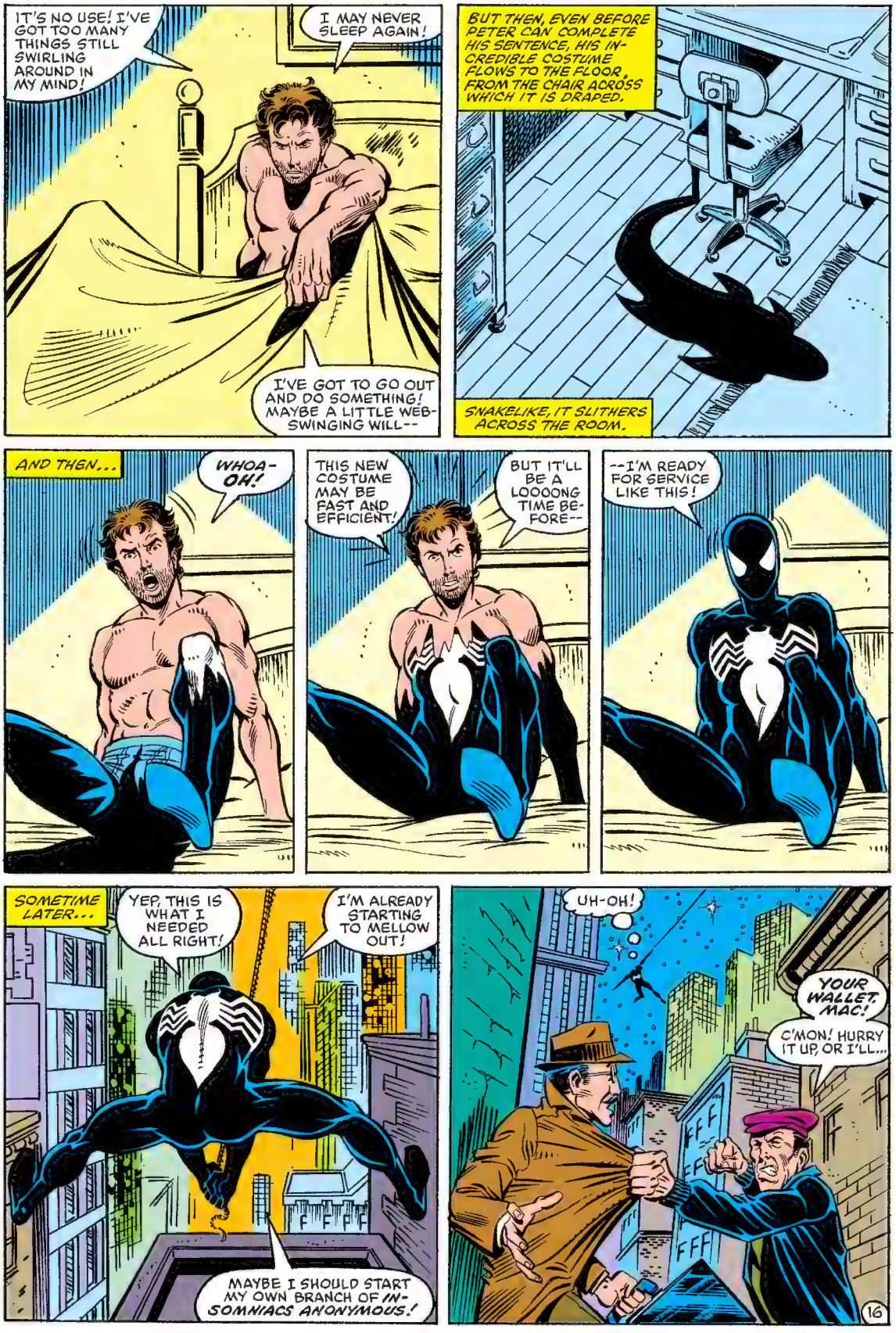

HE'S BEEN GONE FOR DAYS! WHERE CAN HE BE? WHY HASN'T HE TRIED TO CONTACT ME?
WHY DOES HE HAVE TO BE GONE NOW--WHEN I NEED HIM THE MOST?!


I'VE GOT REAL PROBLEMS! I WANTED TO BE THE PERFECT PARTNER FOR MY SPIDER--SO I LET SOME SCIENCE BOYS CONDUCT A FEW EXPERIMENTS ON ME!
THEY MANAGED TO RELEASE--AND ENHANCE--SOME PRETTY FUNKY LATENT SUPER-POWERS THAT I NEVER REALIZED I HAD!
BUT THEN, I LEARNED THAT THE MAN RESPONSIBLE FOR MY TRANSFORMATION WAS ONE OF SPIDER'S GREATEST ENEMIES...THE KINGPIN OF CRIME!

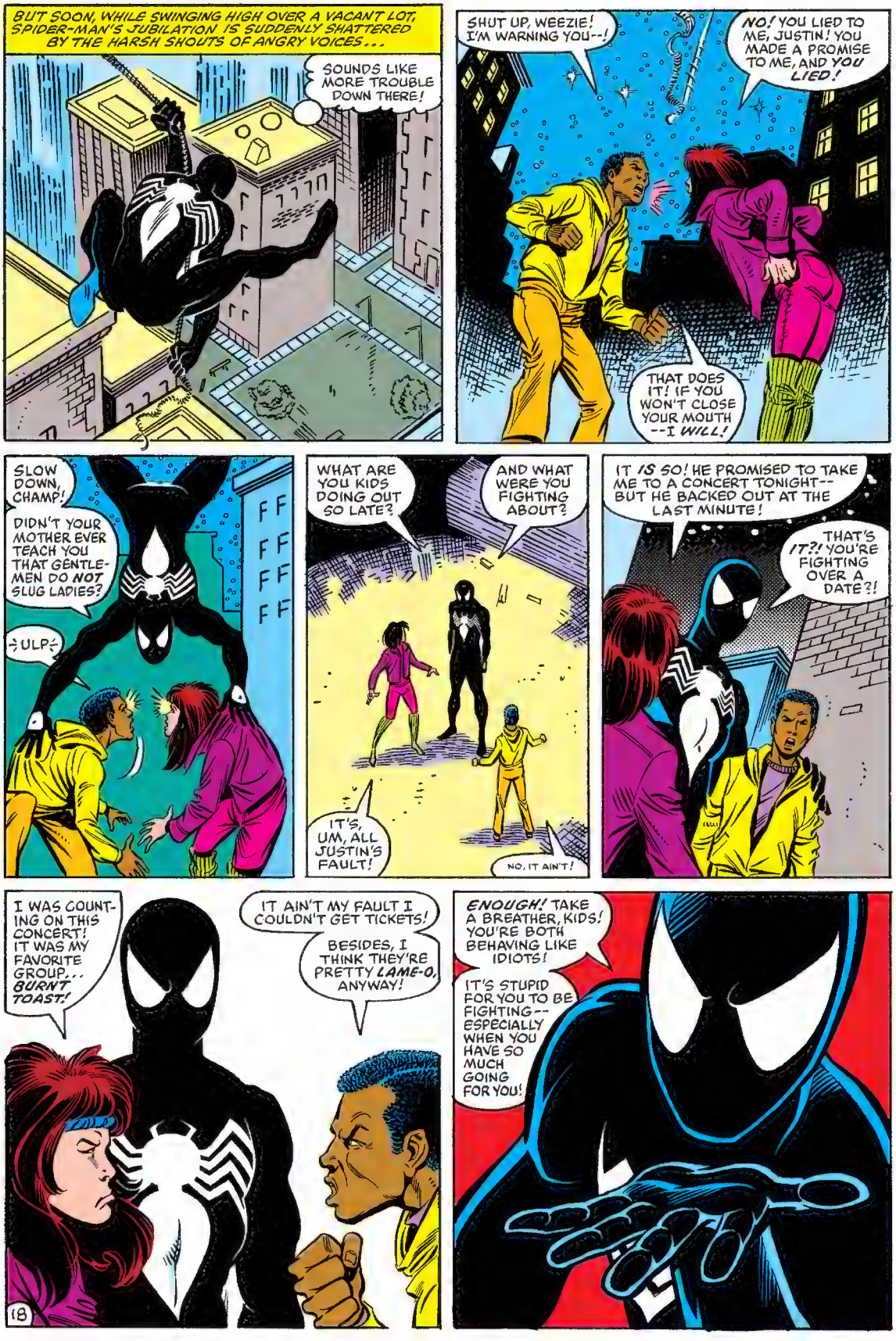

MINUTES LATER...
I'M CERTAIN THE KINGPIN HAS SOMETHING SINISTER UP HIS OVERSIZED SLEEVE!
HE MIGHT EVEN THINK HE CAN USE ME AGAINST SPIDER-MAN--BUT HE'S WRONG!
STILL, JUST TO BE SAFE, I'D LIKE TO FIND SPIDER--AND WARN HIM!
WHERE IS HE?!
PIZZA--THE SUSTENANCE OF THE GODS!
SMELL THAT AROMA! I HOPE MARIO REMEMBERED TO USE EXTRA GREEN PEPPERS AND ANCHOVIES!
IT'S AMAZING WHAT YOU MISS--WHEN YOU'RE A MILLION-ZILLION MILES FROM HOME!
TOMORROW, I'M HAVING TACOS FOR LUNCH--AND CHINESE FOR DINNER!
MAN! I'M SO GLAD TO BE BACK!
EVERYTHING LOOKS GREAT TO ME--EVEN THE BUMS ON THE STREET...AND THIS GRIMY, OLD STOOP!
HEY, LOOKEE HERE!
PIZZA
I EVEN HAVE SOME MAIL WAITING FOR ME!
JUST A FEW BILLS AND ADVERTISEMENTS--BUT I DON'T CARE! IT'S ALL A PART OF BEING HOME!
SALE


SHORTLY...
THEY MAY NOT BE COSMIC PROBLEMS -- BUT MY RENT'S COMING DUE IN A FEW DAYS... AND I'VE GOT OTHER BILLS TO PAY!
I COULD REALLY USE SOME BIG BUCKS!
HEY, I WONDER IF--
POP!
MY CAMERA!
MY COSTUME MUST HAVE KNOWN THAT I WANTED IT!
GOSH, I HAD EVEN FORGOTTEN THAT THIS CAMERA WAS STILL INSIDE THE COSTUME WHEN IT CHANGED ITS APPEARANCE!
I REALLY DO HAVE TO GIVE REED RICHARDS A VISIT-- AND SOON!
BUT NOW--
"--I'VE GOT SOME FILM TO DEVELOP!"
I MANAGED TO SNAP QUITE A FEW PIX OF THAT ALIEN ADVENTURE--
--BEFORE I RAN OUT OF FILM!
WOW! I KNEW THESE PICTURES WERE WEIRD WHEN I TOOK THEM -- BUT I HAD NO IDEA HOW WEIRD!
BEAUTIFUL ...AND YET, SO VERY TERRIFYING!
I'LL BET I COULD MAKE A SMALL FORTUNE SELLING THESE TO THE NEWS MAGAZINES!
14

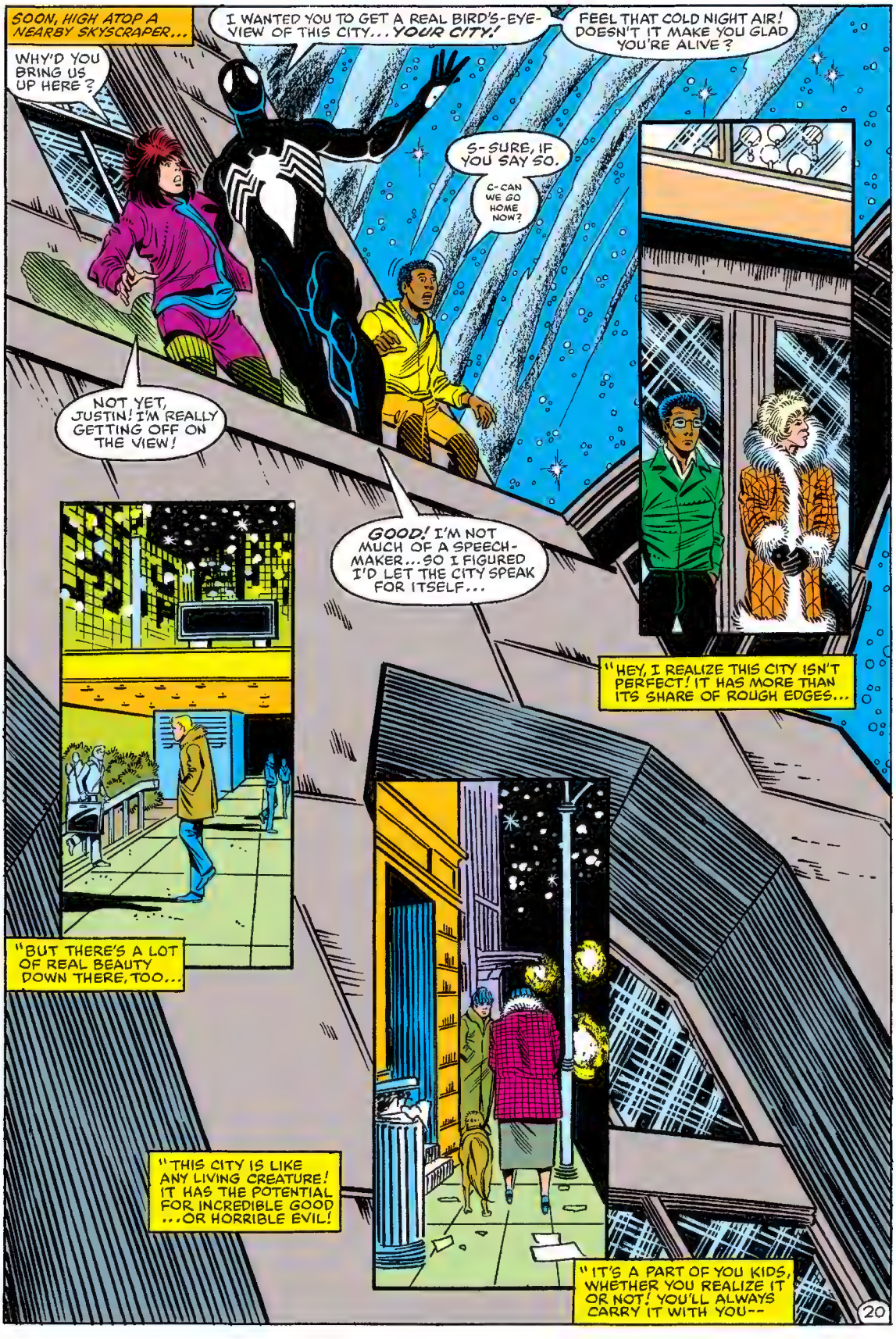

YEAH... A FORTUNE!
OH, WHO AM I TRYING TO KID?!
EVERYONE WILL THINK THESE PICTURES WERE FAKED!
BESIDES, REED RICHARDS WAS RIGHT!
NO ONE SHOULD HAVE TO LIVE WITH KNOWLEDGE LIKE THAT...
...NOT EVEN ME!
WE SHOULDN'T BURDEN THE PUBLIC WITH WHAT HAPPENED TO US OUT THERE!
I'M GONNA DESTROY THE PRINTS AND THE NEGATIVES!
WITHIN MINUTES, IT IS DONE...
AND...
≥YAWN≤ THAT'S IT! I'VE HAD MORE THAN ENOUGH FOR ONE DAY!
IT'S TIME TO CRASH!
SLEEP, HOWEVER, REFUSES TO COME.
FOR MORE THAN AN HOUR PETER PARKER TOSSES WITHIN HIS BED--
-- BUT MORPHEUS STEADFASTLY REFUSES TO EMBRACE HIM!

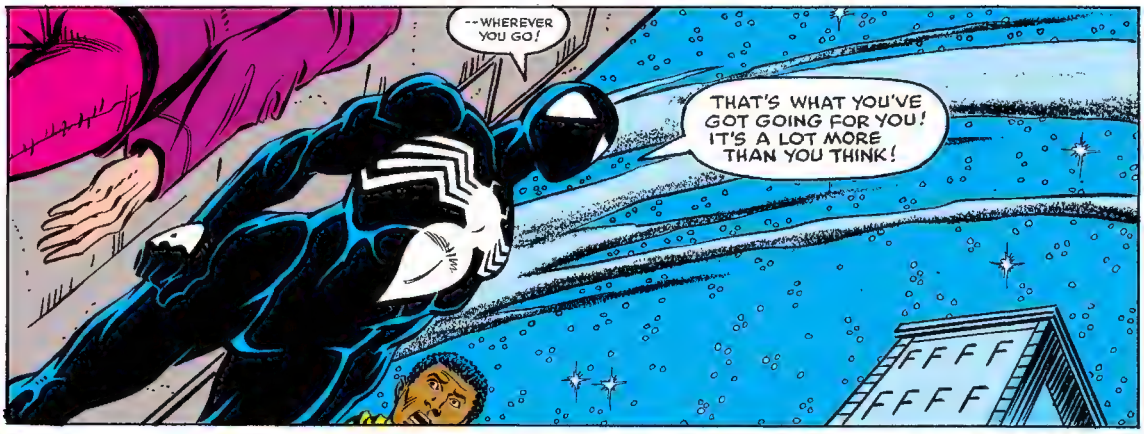

IT'S NO USE! I'VE GOT TOO MANY THINGS STILL SWIRLING AROUND IN MY MIND!
I MAY NEVER SLEEP AGAIN!
I'VE GOT TO GO OUT AND DO SOMETHING! MAYBE A LITTLE WEB-SWINGING WILL--
BUT THEN, EVEN BEFORE PETER CAN COMPLETE HIS SENTENCE, HIS INCREDIBLE COSTUME FLOWS TO THE FLOOR, FROM THE CHAIR ACROSS WHICH IT IS DRAPED.
SNAKELIKE, IT SLITHERS ACROSS THE ROOM.
AND THEN...
WHOA-OH!
THIS NEW COSTUME MAY BE FAST AND EFFICIENT!
BUT IT'LL BE A LOOOONG TIME BE-FORE--
--I'M READY FOR SERVICE LIKE THIS!
SOMETIME LATER...
YEP, THIS IS WHAT I NEEDED ALL RIGHT!
I'M ALREADY STARTING TO MELLOW OUT!
MAYBE I SHOULD START MY OWN BRANCH OF INSOMNIACS ANONYMOUS!
UH-OH!
YOUR WALLET, MAC!
C'MON! HURRY IT UP, OR I'LL...
16

I'LL...
I'LL...
YIII!
MY WORD! WHAT COULD HAVE CAUSED HIM TO REACT LIKE--
HI, THERE!
?!?!
YOU'RE SAFE NOW-- BUT I WOULDN'T RECOMMEND WALKING AROUND THIS NEIGHBORHOOD AT NIGHT!
WANT ME TO HANG AROUND UNTIL YOU CAN FLAG A CAB?
YEOW!
HELP! POLICE! SAVE ME--!
I DON'T BELIEVE IT! THAT GUY WAS MORE TERRIFIED OF ME-- THAN OF THE MUGGER!
MUST BE THE NEW COSTUME! I GUESS IT LOOKS A LOT MORE MENACING THAN MY OLD ONE!
BUT I FEEL TOO GOOD BEING BACK IN THE SADDLE TO WORRY ABOUT THAT NOW!
AND ONCE I FINISH LIMBERING UP--
--I'M GOING TO TAKE A SERIOUS SHOT AT BREAKING--
--MY LONG-DISTANCE, TRIPLE-SOMERSAULT, JUMPING RECORD!
YAHOO! IT'S GREAT TO BE ALIVE!


BUT SOON, WHILE SWINGING HIGH OVER A VACANT LOT, SPIDER-MAN'S JUBILATION IS SUDDENLY SHATTERED BY THE HARSH SHOUTS OF ANGRY VOICES...
SOUNDS LIKE MORE TROUBLE DOWN THERE!
SHUT UP, WEEZIE! I'M WARNING YOU--!
NO! YOU LIED TO ME, JUSTIN! YOU MADE A PROMISE TO ME, AND YOU LIED!
THAT DOES IT! IF YOU WON'T CLOSE YOUR MOUTH --I WILL!
SLOW DOWN, CHAMP!
DIDN'T YOUR MOTHER EVER TEACH YOU THAT GENTLEMEN DO NOT SLUG LADIES?
÷ULP÷
FF
FF
FF
FF
WHAT ARE YOU KIDS DOING OUT SO LATE?
AND WHAT WERE YOU FIGHTING ABOUT?
IT'S, UM, ALL JUSTIN'S FAULT!
NO, IT AIN'T!
IT IS SO! HE PROMISED TO TAKE ME TO A CONCERT TONIGHT-- BUT HE BACKED OUT AT THE LAST MINUTE!
THAT'S IT?! YOU'RE FIGHTING OVER A DATE?!
I WAS COUNTING ON THIS CONCERT! IT WAS MY FAVORITE GROUP... BURNT TOAST!
IT AIN'T MY FAULT I COULDN'T GET TICKETS!
BESIDES, I THINK THEY'RE PRETTY LAME-O, ANYWAY!
ENOUGH! TAKE A BREATHER, KIDS! YOU'RE BOTH BEHAVING LIKE IDIOTS!
IT'S STUPID FOR YOU TO BE FIGHTING-- ESPECIALLY WHEN YOU HAVE SO MUCH GOING FOR YOU!
18

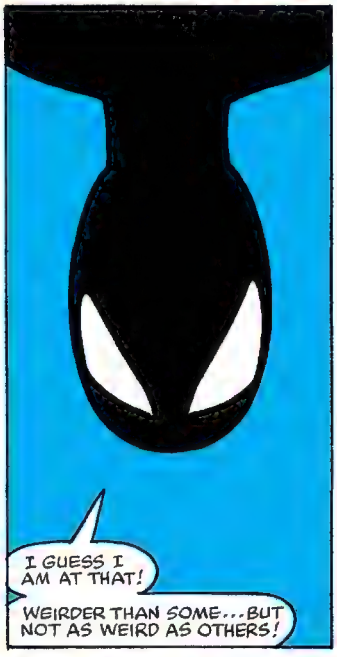
OH, YEAH? LIKE WHAT--?!
TAKE A GOOD LOOK AT THIS NEIGHBORHOOD, MISTER! ME AND WEEZIE LIVE HERE--AND IT STINKS!
WE'VE GOT NOTHING GOING FOR US!
YOU'RE WRONG, JUSTIN!
REAL WRONG!
THERE ARE LOTS WORSE PLACES THAN THIS NEIGHBORHOOD ...THAN THIS PLANET!
HUH?
Y'KNOW, I USUALLY DO MOST OF MY DEBATING WITH MY FISTS--
--BUT I'M GOING TO TRY A DIFFERENT TACK WITH YOU KIDS!
HEY! WHAT ARE YOU DOING?!
I'M TAKING YOU BOTH FOR A RIDE! HANG ON TIGHT, BECAUSE--
YIPES! I THINK I'M GONNA BE SICK!
--IT'S WEB-SWINGING TIME!
DON'T YOU DARE, JUSTIN!
HEY, MISTER! ARE YOU CRAZY--?!
MAYBE! WE'LL LEARN SOON ENOUGH!
19

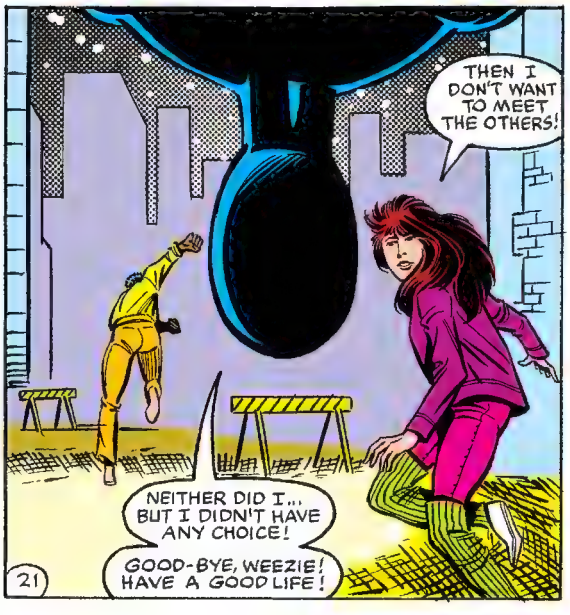

SOON, HIGH ATOP A NEARBY SKYSCRAPER...
WHY'D YOU BRING US UP HERE?
I WANTED YOU TO GET A REAL BIRD'S-EYE-VIEW OF THIS CITY... YOUR CITY!
FEEL THAT COLD NIGHT AIR! DOESN'T IT MAKE YOU GLAD YOU'RE ALIVE?
S-SURE, IF YOU SAY SO.
C-CAN WE GO HOME NOW?
NOT YET, JUSTIN! I'M REALLY GETTING OFF ON THE VIEW!
GOOD! I'M NOT MUCH OF A SPEECH-MAKER... SO I FIGURED I'D LET THE CITY SPEAK FOR ITSELF...
"HEY, I REALIZE THIS CITY ISN'T PERFECT! IT HAS MORE THAN ITS SHARE OF ROUGH EDGES...
"BUT THERE'S A LOT OF REAL BEAUTY DOWN THERE, TOO...
"THIS CITY IS LIKE ANY LIVING CREATURE! IT HAS THE POTENTIAL FOR INCREDIBLE GOOD ...OR HORRIBLE EVIL!
"IT'S A PART OF YOU KIDS, WHETHER YOU REALIZE IT OR NOT! YOU'LL ALWAYS CARRY IT WITH YOU--


--WHEREVER YOU GO!
THAT'S WHAT YOU'VE GOT GOING FOR YOU! IT'S A LOT MORE THAN YOU THINK!
FFFF
FFFF

MINUTES LATER...
THANKS FOR THE RIDE, MISTER! I KNOW JUSTIN REALLY HATED IT--
--BUT I HAD A GOOD TIME!

SO DID I!
YOU KNOW SOMETHING, MISTER? YOU'RE A NICE GUY...BUT AWFUL WEIRD!


I GUESS I AM AT THAT!
WEIRDER THAN SOME...BUT NOT AS WEIRD AS OTHERS!


THEN I DON'T WANT TO MEET THE OTHERS!
NEITHER DID I... BUT I DIDN'T HAVE ANY CHOICE!
GOOD-BYE, WEEZIE! HAVE A GOOD LIFE!
21

MAN! I DON'T KNOW IF THAT DID MORE GOOD FOR THEM-- OR ME!
BUT I FEEL EVEN BETTER THAN I DID BEFORE!
NEW YORK, YOU REALLY KNOW HOW TO BRING OUT THE VERY BEST IN--

--YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!
EDITOR'S NOTE: YOU GUESSED IT, TRUE BELIEVER! THIS IS JUST OUR SNEAKY WAY OF GIVING YOU A BONUS PIN-UP OF THE WEB-HEAD IN HIS NIFTY, NEW COSTUME! HOPE YOU LIKE IT -- DANNY!

NEXT ISSUE! SPIDER-MAN FACES THE THREAT OF A DARING, NEW VILLAIN! **PLUS**--AUNT MAY FINALLY LEARNS THAT PETER HAS DROPPED OUT OF COLLEGE! DON'T MISS...

BY MYSELF BETRAYED--!

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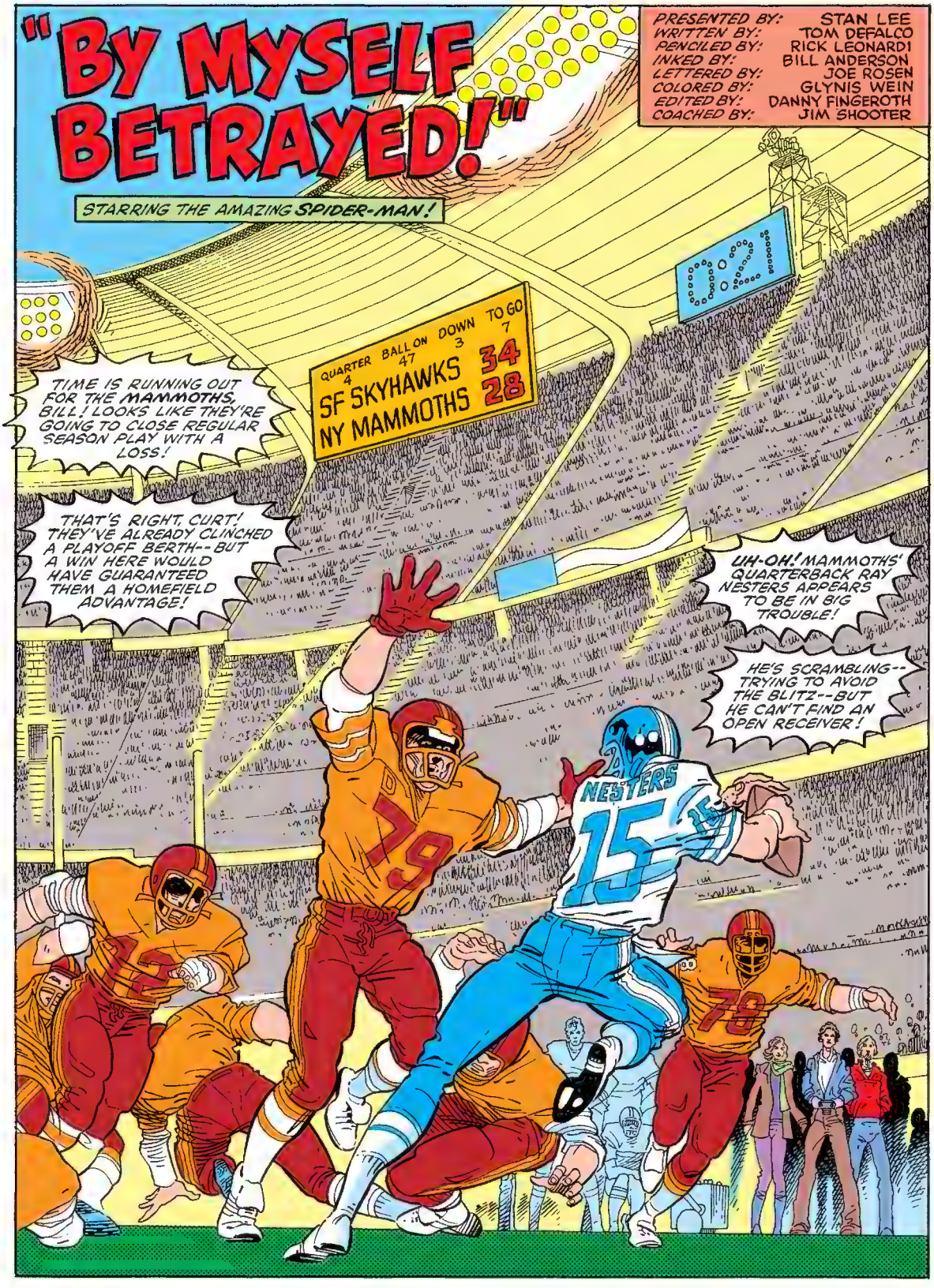
APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN®
THIS IS THE EASY PART...!
IT'S GONNA BE MURDER WHEN SPIDEY FACES...THE ROSE!
LEONARDI


"BY MYSELF BETRAYED!"
STARRING THE AMAZING SPIDER-MAN!
PRESENTED BY: STAN LEE
WRITTEN BY: TOM DEFALCO
PENCILED BY: RICK LEONARDI
INKED BY: BILL ANDERSON
LETTERED BY: JOE ROSEN
COLORED BY: GLYNIS WEIN
EDITED BY: DANNY FINGEROTH
COACHED BY: JIM SHOOTER
QUARTER 4
BALL ON 47
DOWN 3
TO GO 7
SF SKYHAWKS 34
NY MAMMOTHS 28
TIME IS RUNNING OUT FOR THE MAMMOTHS, BILL! LOOKS LIKE THEY'RE GOING TO CLOSE REGULAR SEASON PLAY WITH A LOSS!
THAT'S RIGHT, CURT! THEY'VE ALREADY CLINCHED A PLAYOFF BERTH--BUT A WIN HERE WOULD HAVE GUARANTEED THEM A HOMEFIELD ADVANTAGE!
UH-OH! MAMMOTHS' QUARTERBACK RAY NESTERS APPEARS TO BE IN BIG TROUBLE!
HE'S SCRAMBLING--TRYING TO AVOID THE BLITZ--BUT HE CAN'T FIND AN OPEN RECEIVER!
NESTERS
15
79
78

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THE SKYHAWKS ARE TAGGING HIM FOR A TWELVE YARD LOSS!

I'D HATE TO BE UNDER THAT PILE-UP, BILL!

ME TOO, CURT! THE MAMMOTHS ARE SIGNALING FOR THEIR FINAL TIME-OUT--TO STOP THE CLOCK WITH SIX SECONDS LEFT IN THE GAME!

I HOPE YOU GOT A GOOD SHOT OF THAT SACK, PARKER!

ER... SORRY, WENDY...

I'M JUST NOT USED TO WORKING WITH THIS CAMERA!

THE SPORTS EDITOR LENT IT TO ME-- BECAUSE HE DIDN'T THINK MY OWN EQUIPMENT WAS RIGHT FOR THIS ASSIGNMENT!

LOOK, PARKER, I REALIZE THAT YOU DON'T USUALLY TAKE SPORTS PIX FOR THE *DAILY BUGLE*--BUT YOU WERE ASSIGNED TO THIS GAME WHEN MY REGULAR PHOTOGRAPHER TOOK SICK!

I *NEED* THESE PICTURES FOR MY DAILY SPORTS COLUMN--SO DON'T SCREW UP!

"PARKER"--?!

I WONDER *IF*... NAH, IT COULDN'T BE!

I'M TRYING MY BEST, *MISS* THORTON!

IT ISN'T GOOD ENOUGH, *MISTER* PARKER!

EXCUSE ME...

2

YES--?

HEY, DO I KNOW YOU?

YOU SHOULD... I WAS ONE OF YOUR FRESHMEN CHEMISTRY STUDENTS AT EMPIRE STATE UNIVERSITY.

MY NAME'S NESTERS... *TONY* NESTERS.

YOU GAVE ME A "B-MINUS!"

YEAH, I THOUGHT YOU LOOKED FAMILIAR.

PARKER!

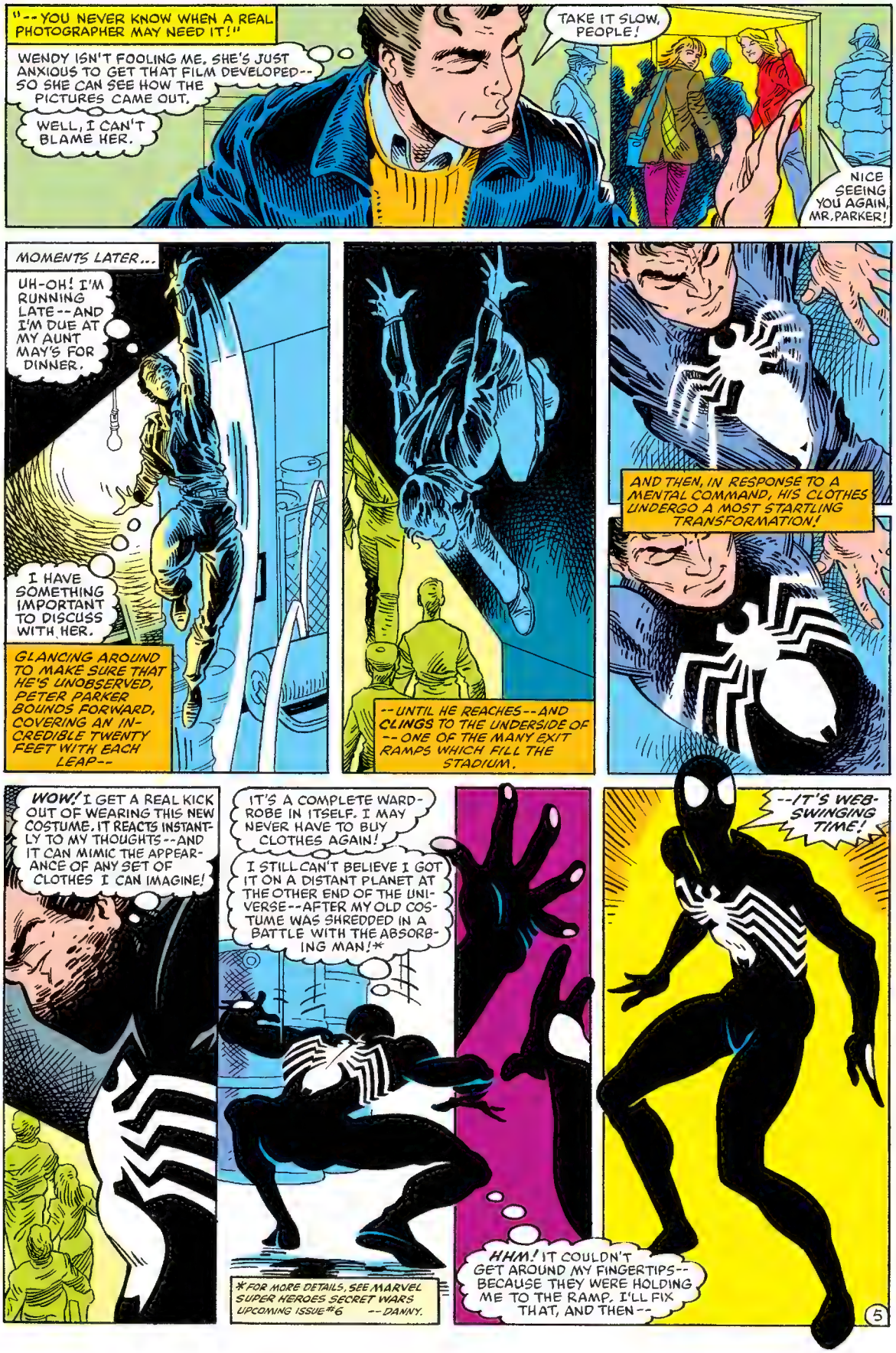
THE GAME'S OVER HERE!

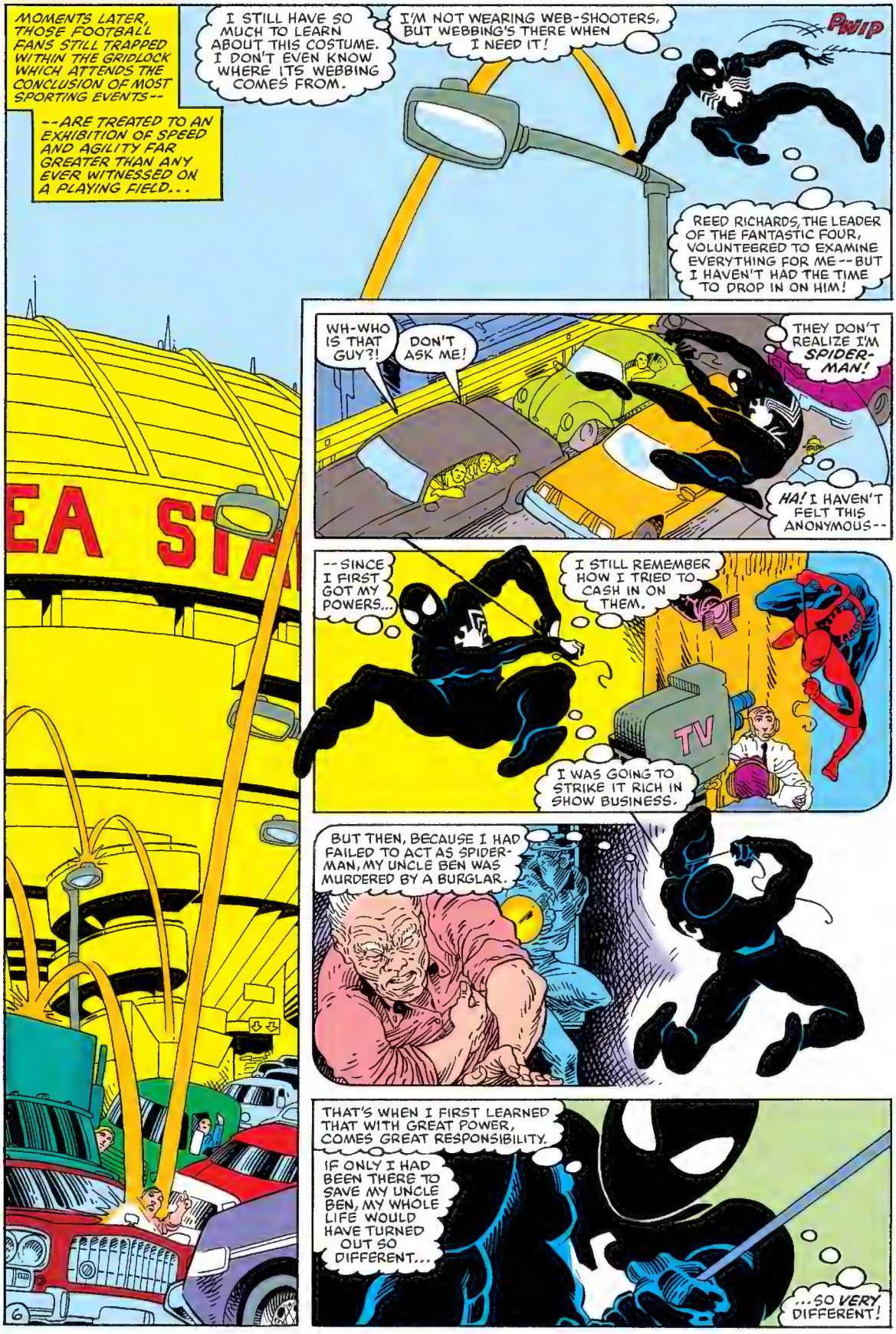
THIS IS IT, BILL! NESTERS IS CALLING SIGNALS FOR WHAT PROMISES TO BE THE LAST PLAY OF THE REGULAR SEASON!

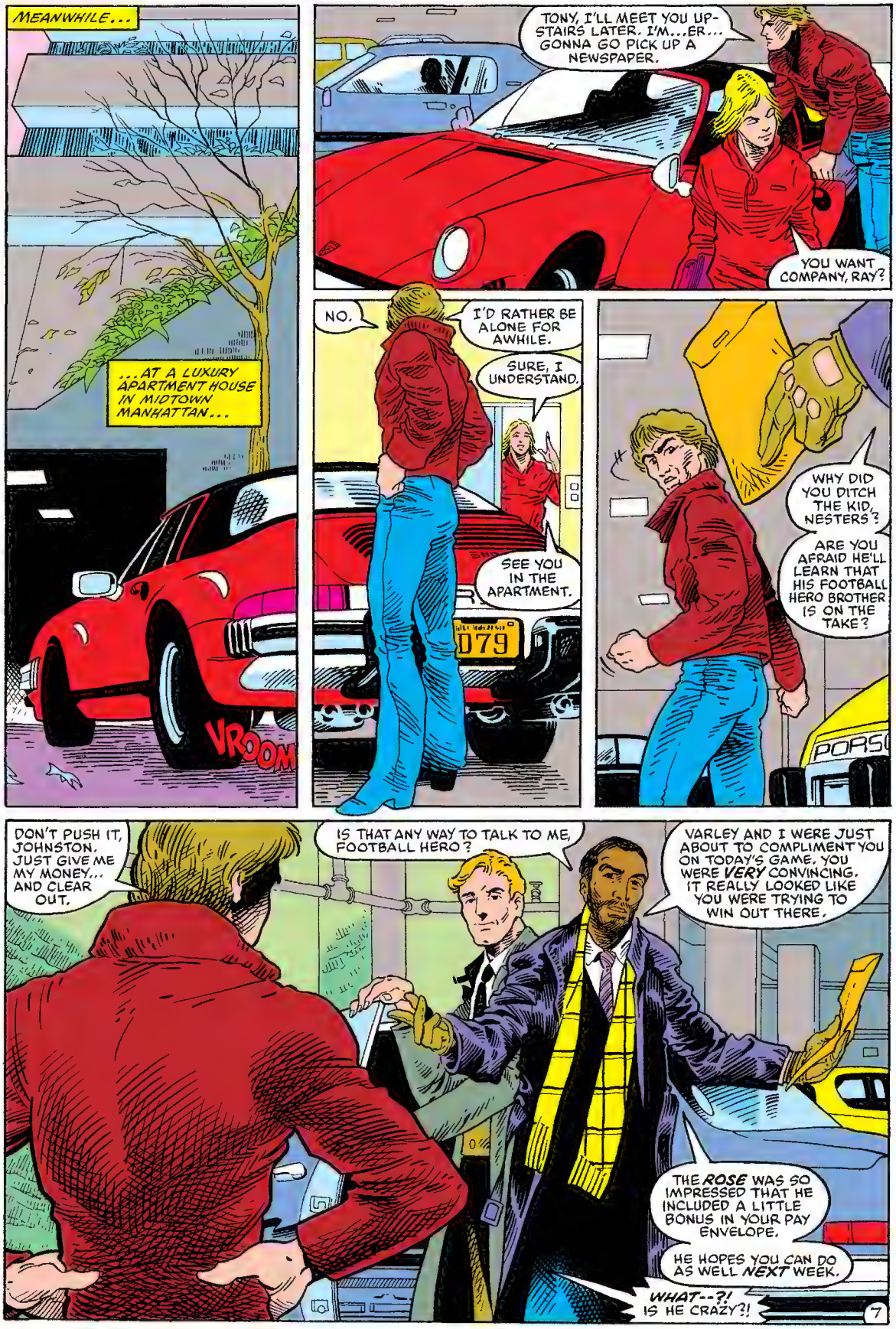
HUP! HUP! HUP!

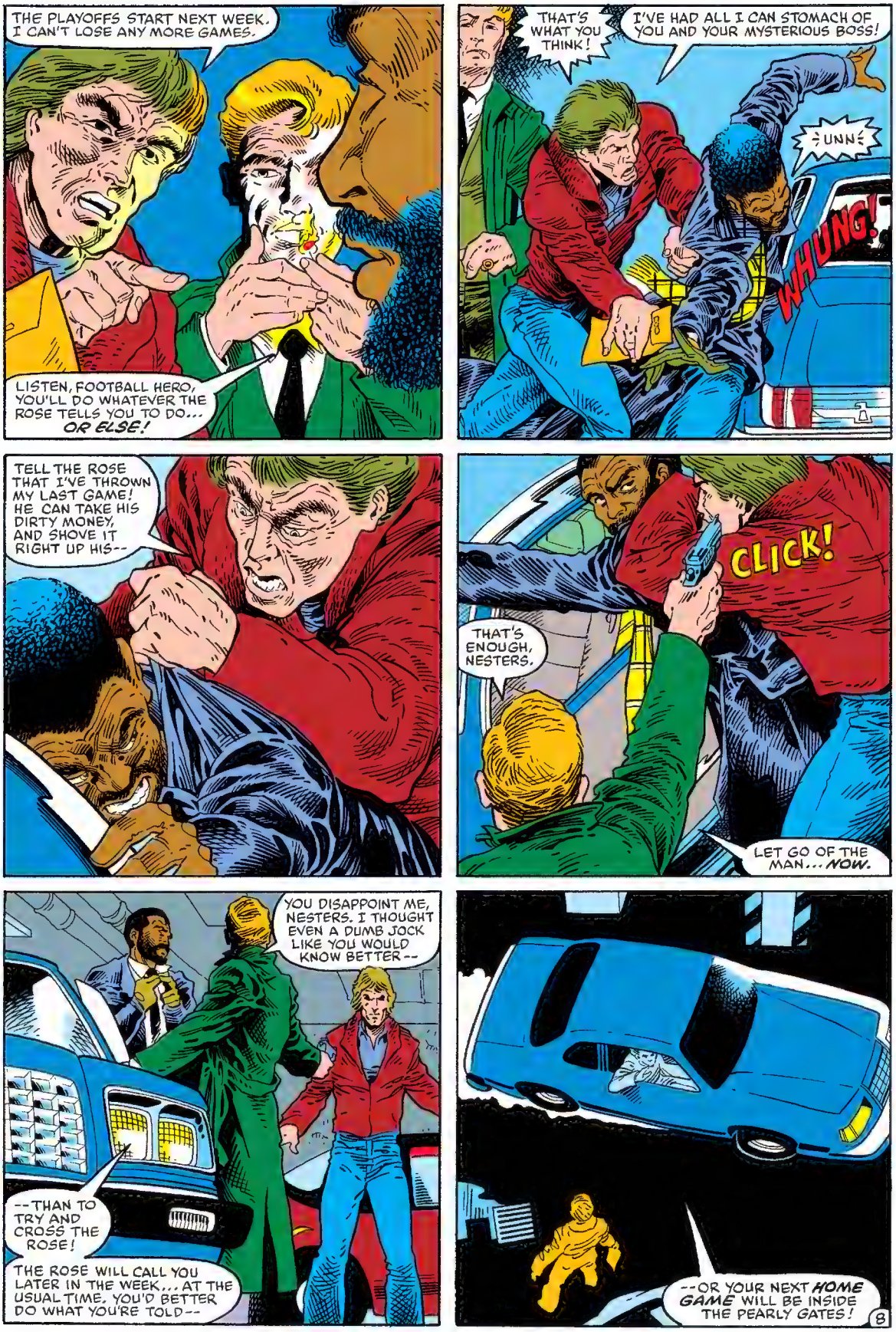
3

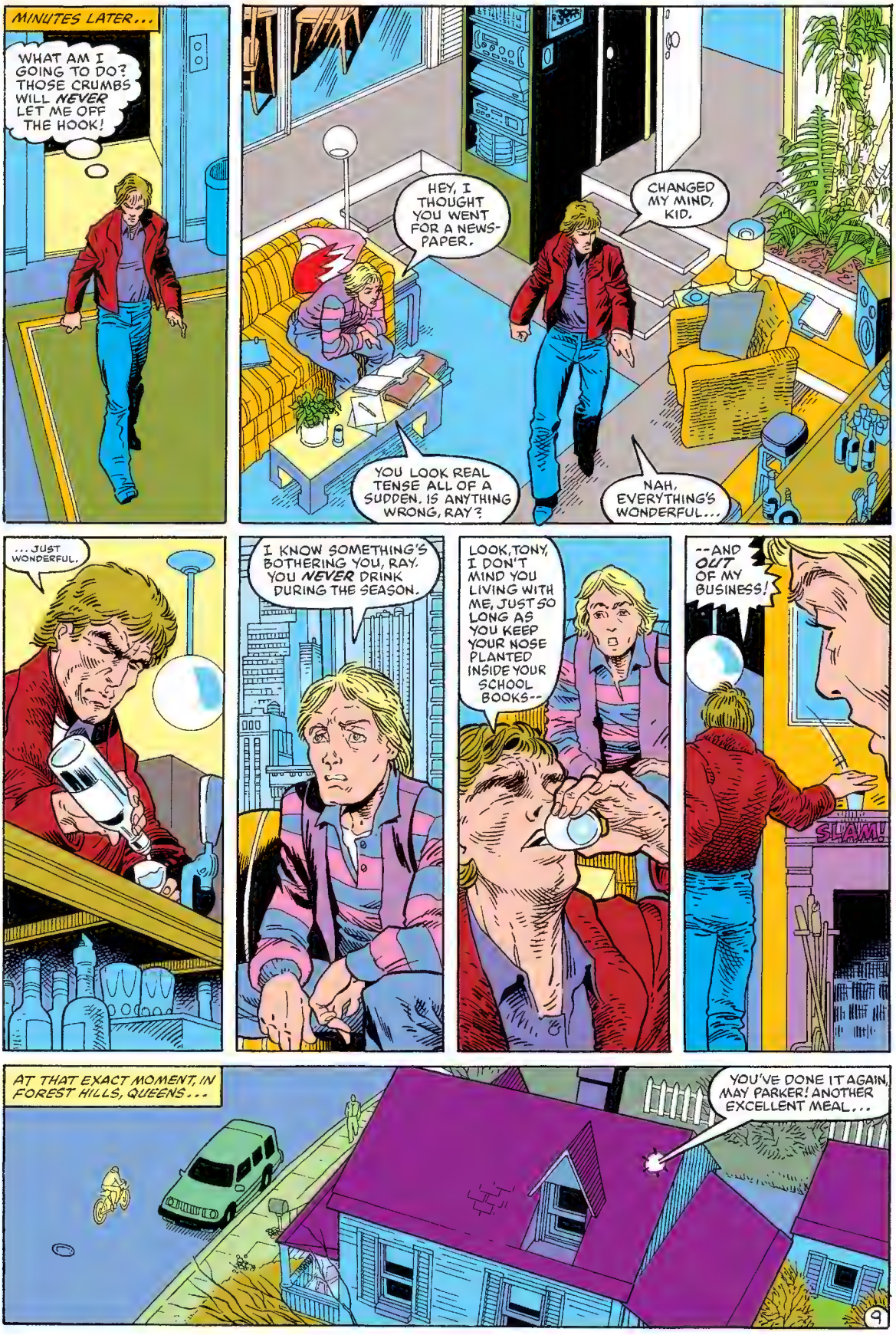
SNAP FROM CENTER, AND NESTERS FADES BACK...
IT'S A DESPERATE "HAIL MARY" PASS!
OH, NO!
RIGHT OFF THE FINGER-TIPS OF HIS FAVORITE RECEIVER, BABYFACE BOB CLAYTON!
THIS GAME IS NOW HISTORY, BILL!
IT'S BEEN A REAL PLEASURE WORKING WITH YOU, CURT!
:00
SKYHAWKS 34
NY MAMMOTHS 28
TOUGH BREAK, RAY!
YOU TRIED YOUR BEST!
YEAH...
...MY BEST.
BIKE
I CAN'T BELIEVE THAT GAME! WE SHOULD HAVE MURDERED THE SKYHAWKS!
WHO'S YOUR FRIEND, PARKER?
A FORMER STUDENT OF MINE... TONY NESTERS.
"NESTERS"--?! ANY RELATION TO RAY?
MY BROTHER.
REALLY?
LOOK, PARKER, THERE'S NO SENSE TO YOU HANGING AROUND ANY LONGER.
I'M OFF TO THE LOCKER ROOM WITH TONY HERE-- FOR SOME POST-GAME INTERVIEWS.
I'LL EVEN SAVE YOU A TRIP, AND RETURN THIS CAMERA TO THE BUGLE FOR YOU--
4

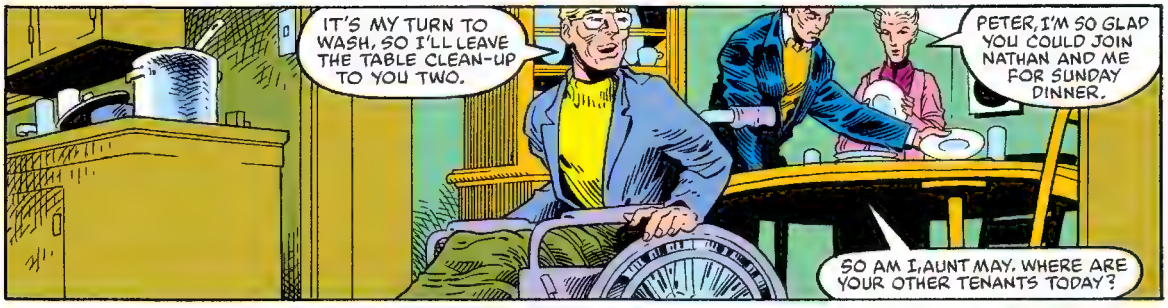

"--YOU NEVER KNOW WHEN A REAL PHOTOGRAPHER MAY NEED IT!"
WENDY ISN'T FOOLING ME. SHE'S JUST ANXIOUS TO GET THAT FILM DEVELOPED--SO SHE CAN SEE HOW THE PICTURES CAME OUT.
WELL, I CAN'T BLAME HER.
TAKE IT SLOW, PEOPLE!
NICE SEEING YOU AGAIN, MR. PARKER!
MOMENTS LATER...
UH-OH! I'M RUNNING LATE--AND I'M DUE AT MY AUNT MAY'S FOR DINNER.
I HAVE SOMETHING IMPORTANT TO DISCUSS WITH HER.
GLANCING AROUND TO MAKE SURE THAT HE'S UNOBSERVED, PETER PARKER BOUNDS FORWARD, COVERING AN INCREDIBLE TWENTY FEET WITH EACH LEAP--
--UNTIL HE REACHES--AND CLINGS TO THE UNDERSIDE OF--ONE OF THE MANY EXIT RAMPS WHICH FILL THE STADIUM.
AND THEN, IN RESPONSE TO A MENTAL COMMAND, HIS CLOTHES UNDERGO A MOST STARTLING TRANSFORMATION!
WOW! I GET A REAL KICK OUT OF WEARING THIS NEW COSTUME. IT REACTS INSTANTLY TO MY THOUGHTS--AND IT CAN MIMIC THE APPEARANCE OF ANY SET OF CLOTHES I CAN IMAGINE!
IT'S A COMPLETE WARDROBE IN ITSELF. I MAY NEVER HAVE TO BUY CLOTHES AGAIN!
I STILL CAN'T BELIEVE I GOT IT ON A DISTANT PLANET AT THE OTHER END OF THE UNIVERSE--AFTER MY OLD COSTUME WAS SHREDDED IN A BATTLE WITH THE ABSORBING MAN!*
*FOR MORE DETAILS, SEE MARVEL SUPER HEROES SECRET WARS UPCOMING ISSUE #6 --DANNY.
HMM! IT COULDN'T GET AROUND MY FINGERTIPS--BECAUSE THEY WERE HOLDING ME TO THE RAMP. I'LL FIX THAT, AND THEN--
--IT'S WEB-SWINGING TIME!
5

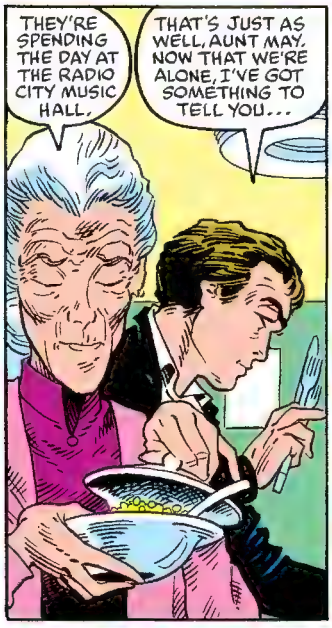

MOMENTS LATER, THOSE FOOTBALL FANS STILL TRAPPED WITHIN THE GRIDLOCK WHICH ATTENDS THE CONCLUSION OF MOST SPORTING EVENTS--
--ARE TREATED TO AN EXHIBITION OF SPEED AND AGILITY FAR GREATER THAN ANY EVER WITNESSED ON A PLAYING FIELD...
I STILL HAVE SO MUCH TO LEARN ABOUT THIS COSTUME. I DON'T EVEN KNOW WHERE ITS WEBBING COMES FROM.
I'M NOT WEARING WEB-SHOOTERS, BUT WEBBING'S THERE WHEN I NEED IT!
PWIP
REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, VOLUNTEERED TO EXAMINE EVERYTHING FOR ME--BUT I HAVEN'T HAD THE TIME TO DROP IN ON HIM!
WH-WHO IS THAT GUY?!
DON'T ASK ME!
THEY DON'T REALIZE I'M SPIDER-MAN!
HA! I HAVEN'T FELT THIS ANONYMOUS--
--SINCE I FIRST GOT MY POWERS...
I STILL REMEMBER HOW I TRIED TO CASH IN ON THEM.
TV
I WAS GOING TO STRIKE IT RICH IN SHOW BUSINESS.
BUT THEN, BECAUSE I HAD FAILED TO ACT AS SPIDER-MAN, MY UNCLE BEN WAS MURDERED BY A BURGLAR.
THAT'S WHEN I FIRST LEARNED THAT WITH GREAT POWER, COMES GREAT RESPONSIBILITY.
IF ONLY I HAD BEEN THERE TO SAVE MY UNCLE BEN, MY WHOLE LIFE WOULD HAVE TURNED OUT SO DIFFERENT...
...SO VERY DIFFERENT!

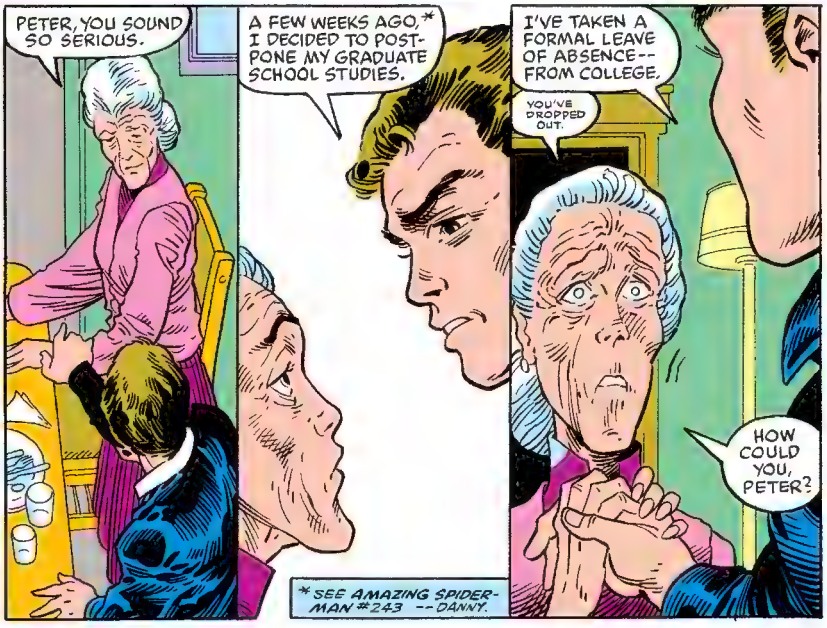

MEANWHILE...
...AT A LUXURY APARTMENT HOUSE IN MIDTOWN MANHATTAN...
VROOM
TONY, I'LL MEET YOU UPSTAIRS LATER. I'M...ER... GONNA GO PICK UP A NEWSPAPER.
YOU WANT COMPANY, RAY?
NO.
I'D RATHER BE ALONE FOR AWHILE.
SURE, I UNDERSTAND.
SEE YOU IN THE APARTMENT.
WHY DID YOU DITCH THE KID, NESTERS?
ARE YOU AFRAID HE'LL LEARN THAT HIS FOOTBALL HERO BROTHER IS ON THE TAKE?
DON'T PUSH IT, JOHNSTON. JUST GIVE ME MY MONEY... AND CLEAR OUT.
IS THAT ANY WAY TO TALK TO ME, FOOTBALL HERO?
VARLEY AND I WERE JUST ABOUT TO COMPLIMENT YOU ON TODAY'S GAME. YOU WERE *VERY* CONVINCING. IT REALLY LOOKED LIKE YOU WERE TRYING TO WIN OUT THERE.
THE *ROSE* WAS SO IMPRESSED THAT HE INCLUDED A LITTLE BONUS IN YOUR PAY ENVELOPE.
HE HOPES YOU CAN DO AS WELL *NEXT* WEEK.
WHAT--?! IS HE CRAZY?!

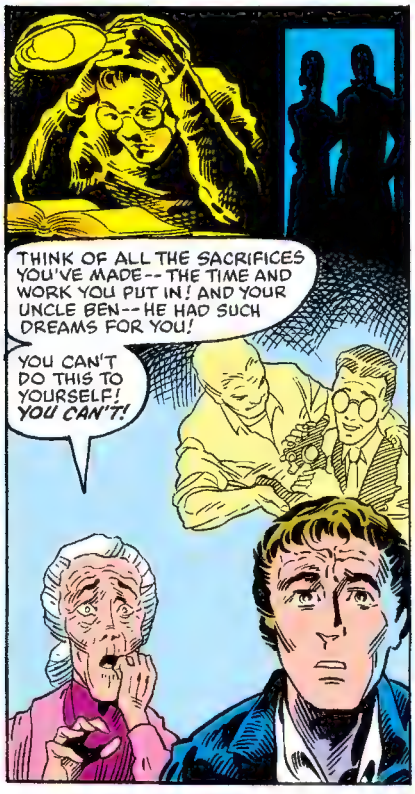

THE PLAYOFFS START NEXT WEEK. I CAN'T LOSE ANY MORE GAMES.
LISTEN, FOOTBALL HERO, YOU'LL DO WHATEVER THE ROSE TELLS YOU TO DO... OR ELSE!
THAT'S WHAT YOU THINK!
I'VE HAD ALL I CAN STOMACH OF YOU AND YOUR MYSTERIOUS BOSS!
UNN
WHUNG!
TELL THE ROSE THAT I'VE THROWN MY LAST GAME! HE CAN TAKE HIS DIRTY MONEY, AND SHOVE IT RIGHT UP HIS--
CLICK!
THAT'S ENOUGH, NESTERS.
LET GO OF THE MAN... NOW.
YOU DISAPPOINT ME, NESTERS. I THOUGHT EVEN A DUMB JOCK LIKE YOU WOULD KNOW BETTER--
--THAN TO TRY AND CROSS THE ROSE!
THE ROSE WILL CALL YOU LATER IN THE WEEK... AT THE USUAL TIME. YOU'D BETTER DO WHAT YOU'RE TOLD--
--OR YOUR NEXT HOME GAME WILL BE INSIDE THE PEARLY GATES!
8

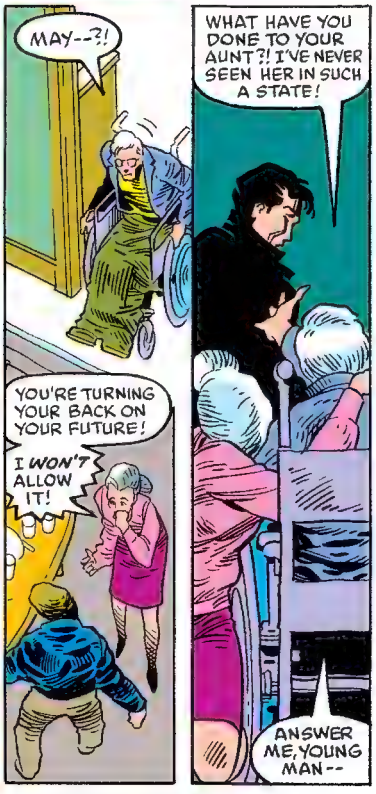

MINUTES LATER...
WHAT AM I GOING TO DO? THOSE CRUMBS WILL NEVER LET ME OFF THE HOOK!
HEY, I THOUGHT YOU WENT FOR A NEWSPAPER.
CHANGED MY MIND, KID.
YOU LOOK REAL TENSE ALL OF A SUDDEN. IS ANYTHING WRONG, RAY?
NAH, EVERYTHING'S WONDERFUL...
...JUST WONDERFUL.
I KNOW SOMETHING'S BOTHERING YOU, RAY. YOU NEVER DRINK DURING THE SEASON.
LOOK, TONY, I DON'T MIND YOU LIVING WITH ME, JUST SO LONG AS YOU KEEP YOUR NOSE PLANTED INSIDE YOUR SCHOOL BOOKS--
--AND OUT OF MY BUSINESS!
SLAM!
AT THAT EXACT MOMENT, IN FOREST HILLS, QUEENS...
YOU'VE DONE IT AGAIN, MAY PARKER! ANOTHER EXCELLENT MEAL...


IT'S MY TURN TO WASH, SO I'LL LEAVE THE TABLE CLEAN-UP TO YOU TWO.
PETER, I'M SO GLAD YOU COULD JOIN NATHAN AND ME FOR SUNDAY DINNER.
SO AM I, AUNT MAY. WHERE ARE YOUR OTHER TENANTS TODAY?

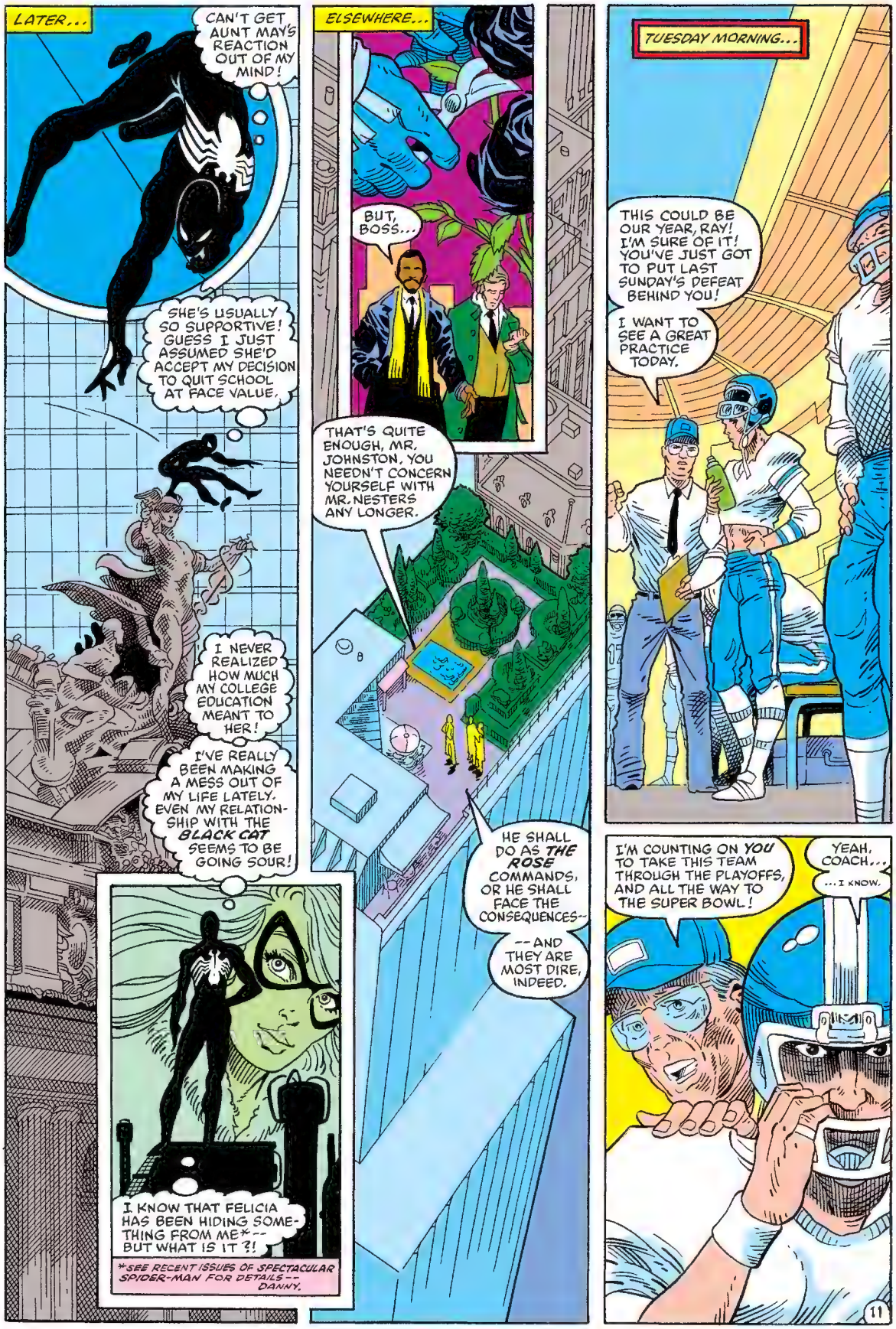

THEY'RE SPENDING THE DAY AT THE RADIO CITY MUSIC HALL.
THAT'S JUST AS WELL, AUNT MAY. NOW THAT WE'RE ALONE, I'VE GOT SOMETHING TO TELL YOU...


PETER, YOU SOUND SO SERIOUS.
A FEW WEEKS AGO,* I DECIDED TO POST-PONE MY GRADUATE SCHOOL STUDIES.
I'VE TAKEN A FORMAL LEAVE OF ABSENCE-- FROM COLLEGE.
YOU'VE DROPPED OUT.
HOW COULD YOU, PETER?
*SEE AMAZING SPIDER-MAN #243 --DANNY.


THINK OF ALL THE SACRIFICES YOU'VE MADE-- THE TIME AND WORK YOU PUT IN! AND YOUR UNCLE BEN-- HE HAD SUCH DREAMS FOR YOU!
YOU CAN'T DO THIS TO YOURSELF! YOU CAN'T!

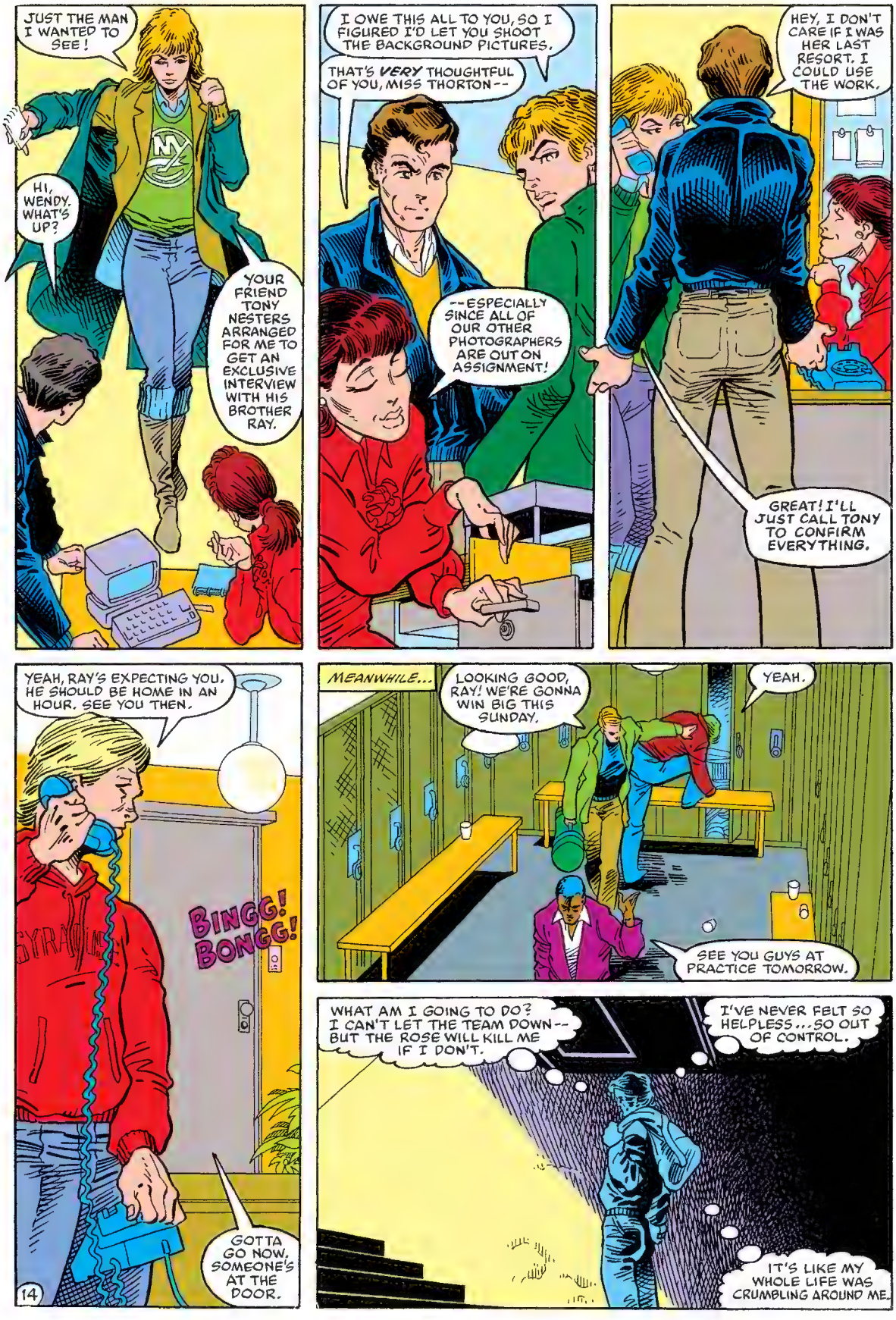

MAY--?!
WHAT HAVE YOU DONE TO YOUR AUNT?! I'VE NEVER SEEN HER IN SUCH A STATE!
YOU'RE TURNING YOUR BACK ON YOUR FUTURE!
I WON'T ALLOW IT!
ANSWER ME, YOUNG MAN--

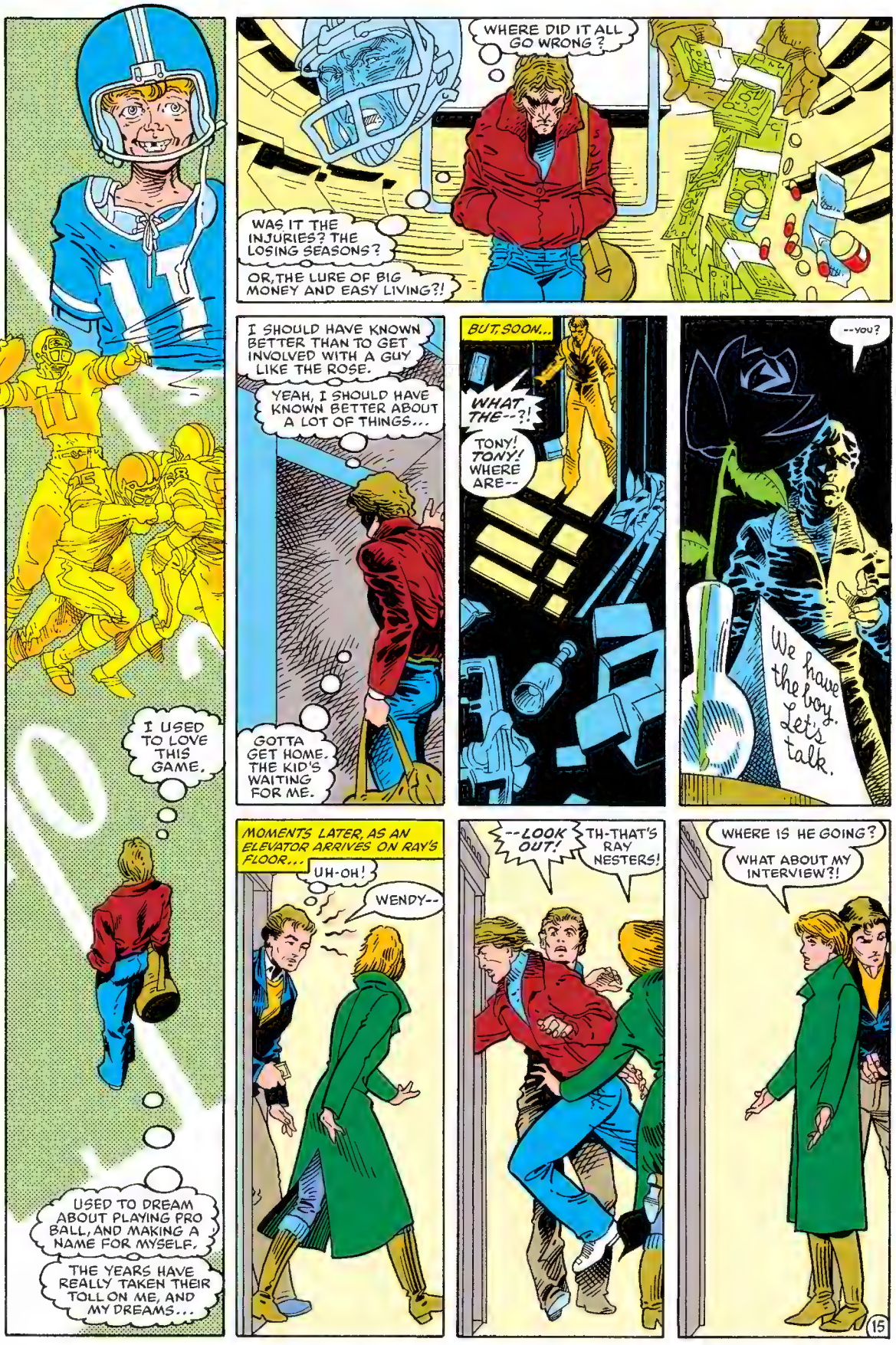
"-- WHAT HAVE YOU DONE?!

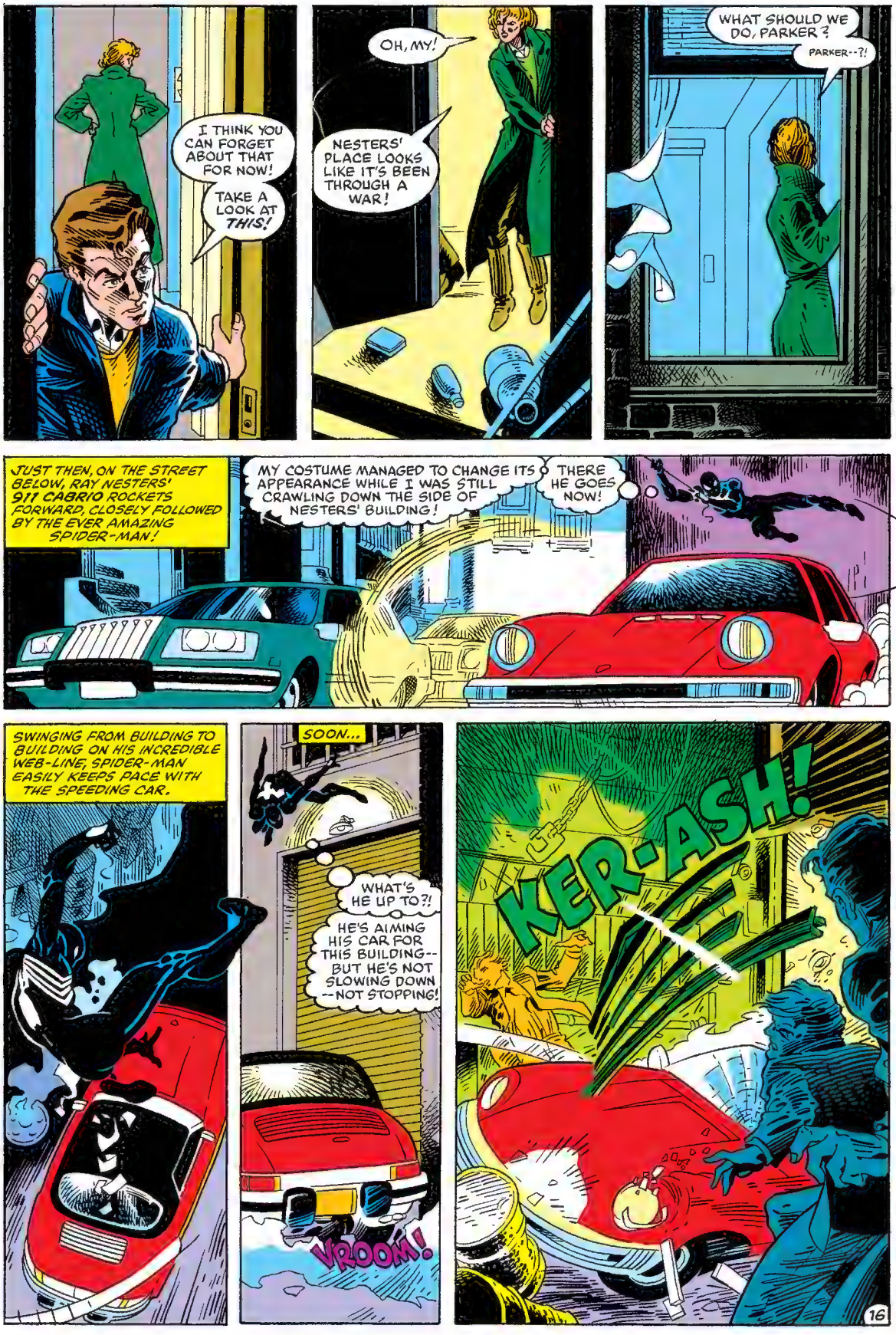

LATER...
CAN'T GET AUNT MAY'S REACTION OUT OF MY MIND!
SHE'S USUALLY SO SUPPORTIVE! GUESS I JUST ASSUMED SHE'D ACCEPT MY DECISION TO QUIT SCHOOL AT FACE VALUE.
I NEVER REALIZED HOW MUCH MY COLLEGE EDUCATION MEANT TO HER!
I'VE REALLY BEEN MAKING A MESS OUT OF MY LIFE LATELY. EVEN MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GOING SOUR!
I KNOW THAT FELICIA HAS BEEN HIDING SOMETHING FROM ME*-- BUT WHAT IS IT?!
*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS -- DANNY.
ELSEWHERE...
BUT, BOSS...
THAT'S QUITE ENOUGH, MR. JOHNSTON, YOU NEEDN'T CONCERN YOURSELF WITH MR. NESTERS ANY LONGER.
HE SHALL DO AS THE ROSE COMMANDS, OR HE SHALL FACE THE CONSEQUENCES--
-- AND THEY ARE MOST DIRE, INDEED.
TUESDAY MORNING...
THIS COULD BE OUR YEAR, RAY! I'M SURE OF IT! YOU'VE JUST GOT TO PUT LAST SUNDAY'S DEFEAT BEHIND YOU!
I WANT TO SEE A GREAT PRACTICE TODAY.
I'M COUNTING ON YOU TO TAKE THIS TEAM THROUGH THE PLAYOFFS, AND ALL THE WAY TO THE SUPER BOWL!
YEAH, COACH...
...I KNOW.
11

MUCH LATER, AFTER A GRUELING FIVE HOURS ON THE GRIDIRON--
--RAY NESTERS RETURNS HOME TO FIND...
AN ENVELOPE!
SOMEONE MUST HAVE SHOVED IT UNDER MY APARTMENT DOOR--BUT WHO?!
RINGG!
you must lose this Sunday...by a score of six points or more. Consider the enclosed an advance. warmest regards,
YEAH, THIS IS NESTERS.
HOW DID MR. NESTERS REACT TO OUR LATEST PROPOSITION?
HE SUGGESTED THAT YOU PERFORM A CERTAIN ANATOMICAL (M-POSSIBILITY.
THAT'S A PITY, MR. VARLEY.
I WAS TRULY HOPING THAT HE WOULD SEE THE LIGHT OF REASON... BEFORE YOU AND MR. JOHNSTON WERE FORCED TO RESORT TO VIOLENCE.
THURSDAY AFTERNOON...
DAILY BUGLE
WHAT IF AUNT MAY'S RIGHT?...
...WHAT IF I AM FORSAKING MY FUTURE?!
EARTH TO PETER PARKER! COME IN, PETER!
JOE ROBERTSON, EDITOR IN CHIEF
ER...SORRY, BETTY. GUESS MY MIND WAS A MILLION MILES AWAY.
I NOTICED.
12

IS ROBBY IN HIS OFFICE? WE HAVE AN APPOINTMENT.
GO RIGHT IN. HE'S BEEN WAITING FOR YOU.
YOU'RE LATE, PETE. YOU SHOULD HAVE BEEN HERE TWENTY MINUTES AGO.
SORRY. I WAS IN THE DARKROOM, AND I GUESS I LOST TRACK OF THE TIME...
I WANTED TO GO OVER THESE PICTURES YOU SHOT AT THE MAMMOTH GAME LAST SUNDAY.
THEY'RE NOT GOOD.
IN FACT, THE GENERAL QUALITY OF ALL YOUR WORK HAS BEEN SLIPPING LATELY.
LOOK, I KNOW YOU'VE NEVER BEEN A TECHNICALLY PROFICIENT PHOTOGRAPHER--BUT YOU ARE CAPABLE OF PRODUCING GOOD STUFF.
YOU'D BETTER START BEARING DOWN.
AFTER ALL, YOU'RE NOT THE ONLY FREELANCER IN TOWN...
NOT SO SHORTLY...
÷WHEW÷
TROUBLE IN PARADISE?
YEAH.
WHAT'S WITH ROBBY? HE'S NEVER CHEWED ME OUT LIKE THAT BEFORE.
HE SEEMS TO BE TAKING HIS PROMOTION TO *EDITOR IN CHIEF* VERY SERIOUSLY.
I REALLY CAN'T BLAME HIM. PEOPLE USED TO GET AWAY WITH MURDER...
...UNDER MR. JAMESON.
PARKER--?!


JUST THE MAN I WANTED TO SEE!
HI, WENDY. WHAT'S UP?
YOUR FRIEND TONY NESTERS ARRANGED FOR ME TO GET AN EXCLUSIVE INTERVIEW WITH HIS BROTHER RAY.
I OWE THIS ALL TO YOU, SO I FIGURED I'D LET YOU SHOOT THE BACKGROUND PICTURES.
THAT'S VERY THOUGHTFUL OF YOU, MISS THORTON--
--ESPECIALLY SINCE ALL OF OUR OTHER PHOTOGRAPHERS ARE OUT ON ASSIGNMENT!
HEY, I DON'T CARE IF I WAS HER LAST RESORT. I COULD USE THE WORK.
GREAT! I'LL JUST CALL TONY TO CONFIRM EVERYTHING.
YEAH, RAY'S EXPECTING YOU. HE SHOULD BE HOME IN AN HOUR. SEE YOU THEN.
BINGG! BONGG!
GOTTA GO NOW, SOMEONE'S AT THE DOOR.
MEANWHILE...
LOOKING GOOD, RAY! WE'RE GONNA WIN BIG THIS SUNDAY.
YEAH.
SEE YOU GUYS AT PRACTICE TOMORROW.
WHAT AM I GOING TO DO? I CAN'T LET THE TEAM DOWN-- BUT THE ROSE WILL KILL ME IF I DON'T.
I'VE NEVER FELT SO HELPLESS...SO OUT OF CONTROL.
IT'S LIKE MY WHOLE LIFE WAS CRUMBLING AROUND ME.

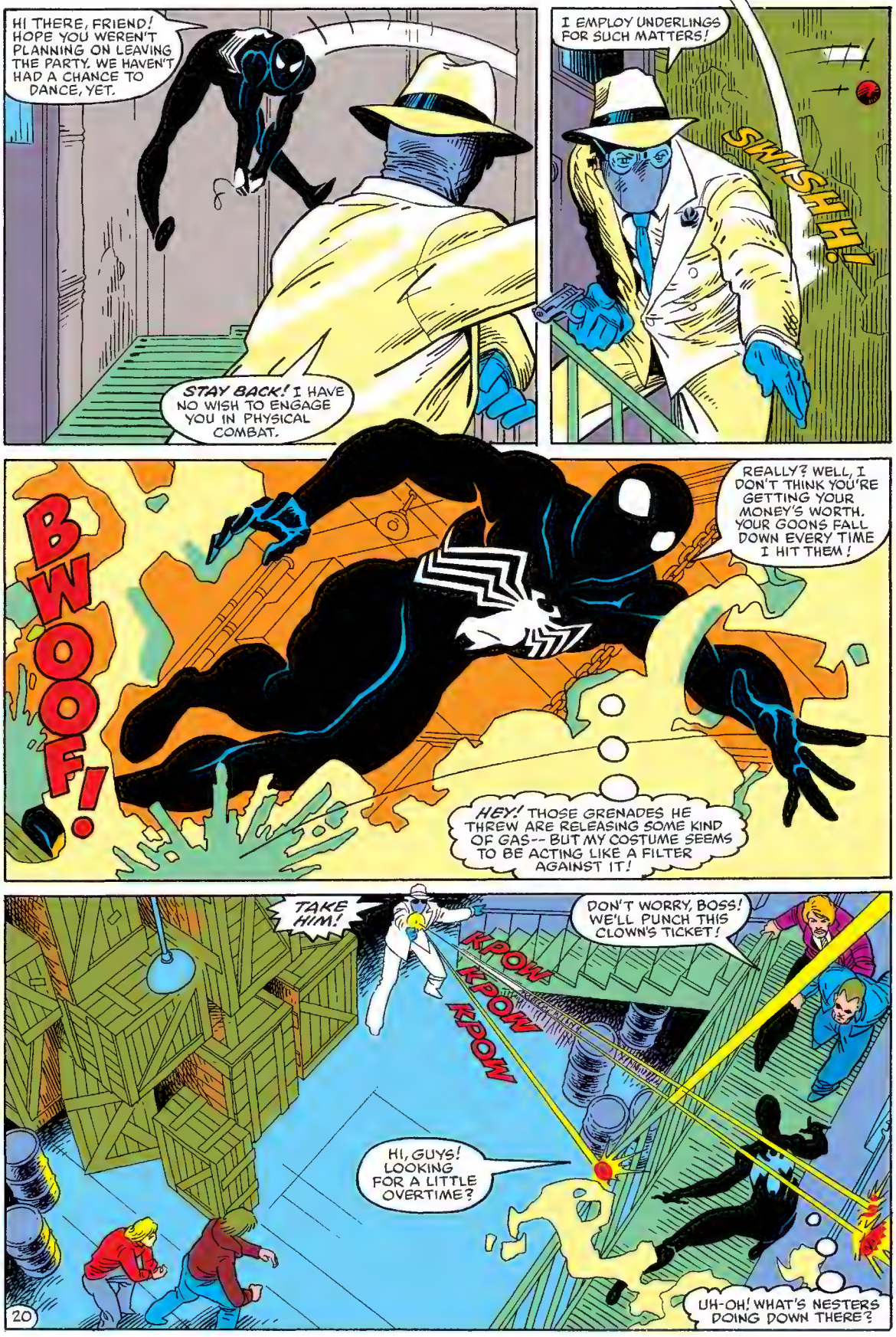

I USED TO LOVE THIS GAME.
USED TO DREAM ABOUT PLAYING PRO BALL, AND MAKING A NAME FOR MYSELF.
THE YEARS HAVE REALLY TAKEN THEIR TOLL ON ME, AND MY DREAMS...
WHERE DID IT ALL GO WRONG?
WAS IT THE INJURIES? THE LOSING SEASONS?
OR, THE LURE OF BIG MONEY AND EASY LIVING?!
I SHOULD HAVE KNOWN BETTER THAN TO GET INVOLVED WITH A GUY LIKE THE ROSE.
YEAH, I SHOULD HAVE KNOWN BETTER ABOUT A LOT OF THINGS...
GOTTA GET HOME. THE KID'S WAITING FOR ME.
BUT, SOON...
WHAT THE--?!
TONY! TONY! WHERE ARE--
--YOU?
We have the boy. Let's talk.
MOMENTS LATER, AS AN ELEVATOR ARRIVES ON RAY'S FLOOR...
UH-OH!
WENDY--
--LOOK OUT!
TH-THAT'S RAY NESTERS!
WHERE IS HE GOING?
WHAT ABOUT MY INTERVIEW?!
15

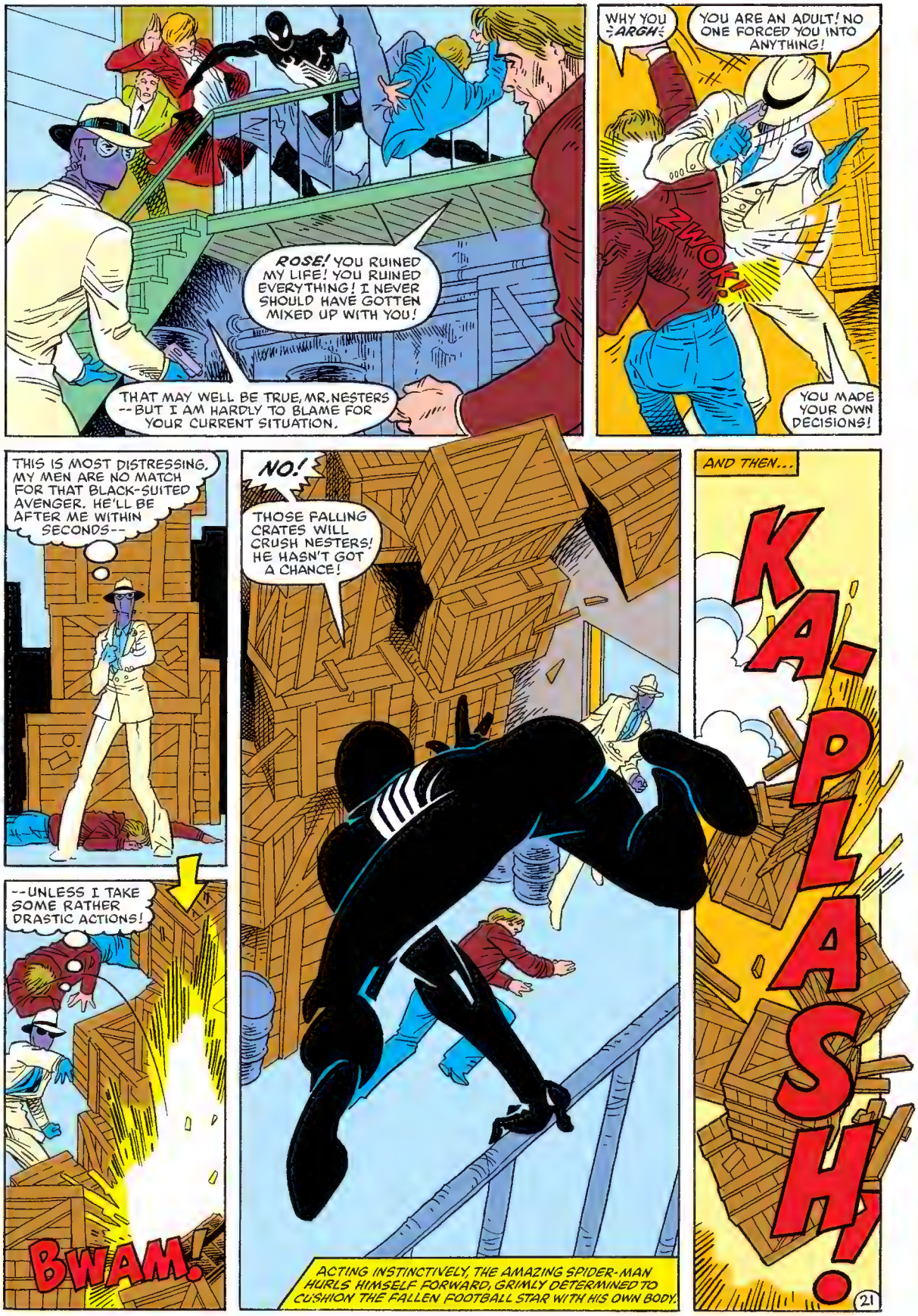

I THINK YOU CAN FORGET ABOUT THAT FOR NOW!
TAKE A LOOK AT THIS!
OH, MY!
NESTERS' PLACE LOOKS LIKE IT'S BEEN THROUGH A WAR!
WHAT SHOULD WE DO, PARKER?
PARKER--?!
JUST THEN, ON THE STREET BELOW, RAY NESTERS' 911 CABRIO ROCKETS FORWARD, CLOSELY FOLLOWED BY THE EVER AMAZING SPIDER-MAN!
MY COSTUME MANAGED TO CHANGE ITS APPEARANCE WHILE I WAS STILL CRAWLING DOWN THE SIDE OF NESTERS' BUILDING!
THERE HE GOES NOW!
SWINGING FROM BUILDING TO BUILDING ON HIS INCREDIBLE WEB-LINE, SPIDER-MAN EASILY KEEPS PACE WITH THE SPEEDING CAR.
SOON...
WHAT'S HE UP TO?!
HE'S AIMING HIS CAR FOR THIS BUILDING--BUT HE'S NOT SLOWING DOWN --NOT STOPPING!
VROOM!
KER-ASH!

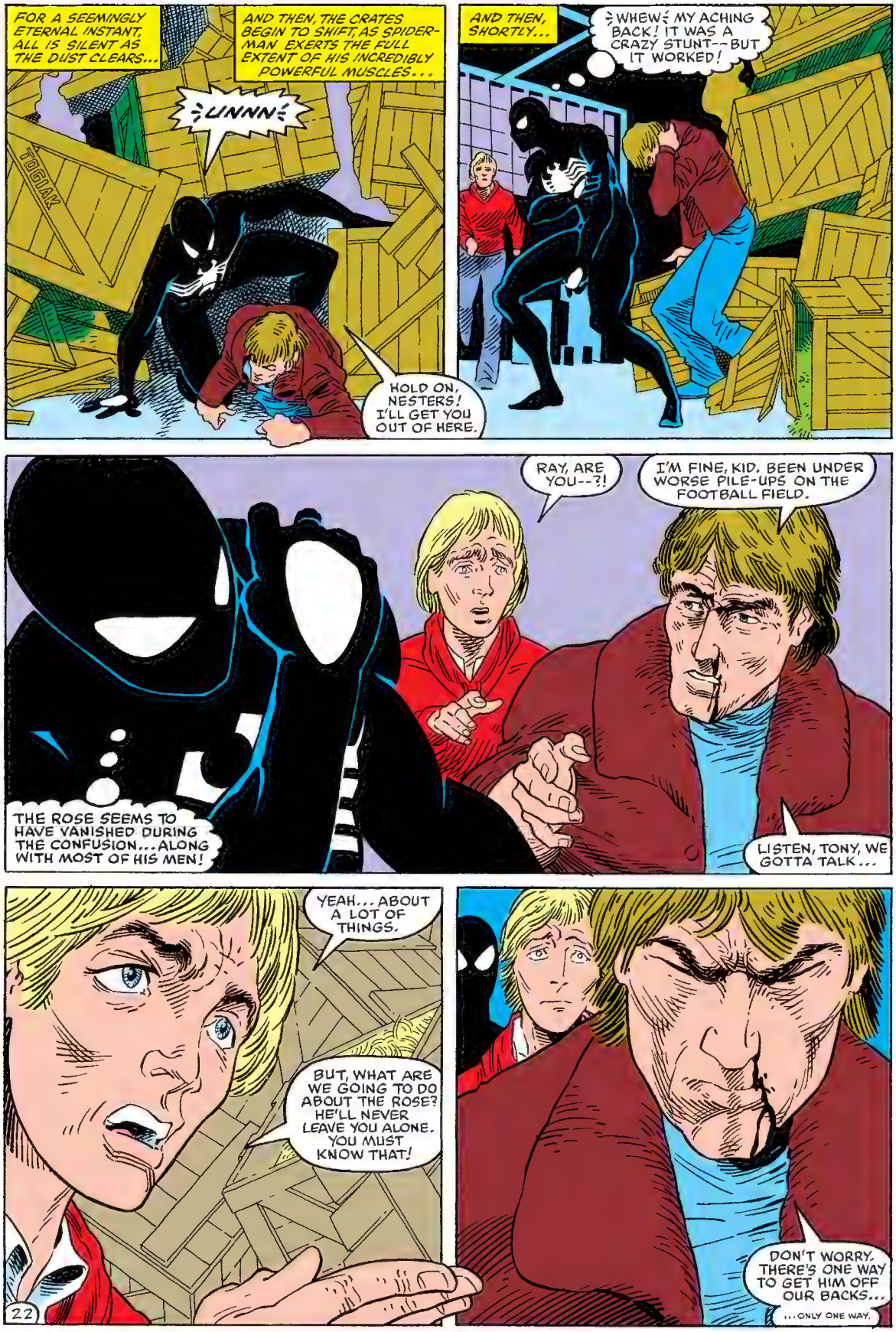
I KNEW THE ROSE WOULD HAVE A SMALL ARMY BACKING HIM UP!
MY ONLY CHANCE WAS TO HIT 'EM HARD AND SUDDEN--LIKE A LINEBACKER BLITZ!
GIMME THAT GUN, PUNK!
÷UNNN÷
ARE YOU QUITE FINISHED, MR. NESTERS ?
YOUR GRAND-STAND PLAY HAS CAUSED MORE THAN SUFFICIENT DAMAGE!
STUFF IT, ROSE!
I WANT MY KID BROTHER ...NOW!
KEEP TALKING, FOOTBALL HERO...
HE IS UNHARMED... FOR THE MOMENT.
RAY! THESE GUYS SAY YOU'VE BEEN DUMPING GAMES! TELL 'EM THEY'RE LYING! TELL 'EM IT AIN'T SO!
"TELL 'EM."
TONY, I...I...
BLAMM!
FWOK!
REAL CARELESS, NESTERS, YOU SHOULDN'T HAVE DROPPED YOUR GUARD LIKE THAT!
PILE ON, BOYS! IT'S TIME WE TAUGHT THIS FOOTBALL HERO THE REAL FACTS OF LIFE!
÷UFFF÷

DON'T KILL HIM, YOU FOOLS!
WE STILL NEED HIM FOR SUNDAY'S GAME.
SPWASH!
THAT'S AWFULLY SPORTING OF YOU, FELLA! YOU'RE A REGULAR "MR. WARMTH."
AT LAST! I'VE SEEN ENOUGH TO PIECE THIS SITUATION TOGETHER.
WH-WHO IS THAT CREEP?!
HIS IDENTITY IS UNIM-PORTANT!
STOP HIM!
UNIMPORTANT? ME--?!
SHEESH! YOU REALLY KNOW HOW TO HURT A GUY!
FWAKK
HEY! WHAT HAPPENED TO THE LIGHTS?!
H-HE FIRED SOME SORT OF STICKY GOOP OUTTA THE BACK OF HIS HAND!
IT'S CALLED "WEBBING!"
I'D REALLY APPRECIATE IT IF YOU USED ITS CORRECT NAME. LAWYERS CAN BE SO FINICKY WHEN IT COMES TO TRADEMARKS.
GOTTA PUT ON A REAL SHOW FOR MY AUTO-MATIC CAMERA! I SET IT UP OUTSIDE--AND I JUST HOPE I CAN GET SOME DYNAMIC PIX FOR GOOD OL' ROBBY!

C'MON, KID! NOW'S OUR CHANCE TO GET OUTTA HERE--WHILE THAT COSTUMED JERK IS KEEPING EVERYONE DISTRACTED!
NO! I WANT TO KNOW THE TRUTH FIRST! YOU HAVE BEEN THROWING GAMES, HAVEN'T YOU?
HAVEN'T YOU?!
KID, THIS AIN'T THE TIME OR THE PLACE...
HOW COULD YOU, RAY? HOW COULD YOU TURN YOUR BACK ON THE GAME--ON YOURSELF?!
THERE'S SO MANY OF THEM! GOTTA KEEP MOVING!
BWAK!
CAN'T GIVE 'EM A CHANCE TO GANG UP ON ME, AND ÷UFF÷
I GOT HIM! I GOT HIM!
SWOK!
THAT'S PRETTY GOOD, CHUCKLES! IT ISN'T EASY TO HIT A GUY WHO CAN MOVE AS FAST AS I CAN!
REMIND ME TO GET THE CORRECT SPELLING ON YOUR NAME LATER! I WANT TO RECORD IT FOR POSTERITY!
PHOOM!
ARGG!
UH-OH! LOOKS LIKE THE BOSS-MAN IS MAKING TRACKS!
÷UNNN÷
FWAP!
HATE TO CUT THIS SHORT, BUNKY --BUT DUTY CALLS!


HI THERE, FRIEND! HOPE YOU WEREN'T PLANNING ON LEAVING THE PARTY. WE HAVEN'T HAD A CHANCE TO DANCE, YET.
STAY BACK! I HAVE NO WISH TO ENGAGE YOU IN PHYSICAL COMBAT.
I EMPLOY UNDERLINGS FOR SUCH MATTERS!
SWISH!!!
BWOOF!
REALLY? WELL, I DON'T THINK YOU'RE GETTING YOUR MONEY'S WORTH. YOUR GOONS FALL DOWN EVERY TIME I HIT THEM!
HEY! THOSE GRENADES HE THREW ARE RELEASING SOME KIND OF GAS-- BUT MY COSTUME SEEMS TO BE ACTING LIKE A FILTER AGAINST IT!
TAKE HIM!
KPOW
KPOW
KPOW
DON'T WORRY, BOSS! WE'LL PUNCH THIS CLOWN'S TICKET!
HI, GUYS! LOOKING FOR A LITTLE OVERTIME?
UH-OH! WHAT'S NESTERS DOING DOWN THERE?


ROSE! YOU RUINED MY LIFE! YOU RUINED EVERYTHING! I NEVER SHOULD HAVE GOTTEN MIXED UP WITH YOU!
THAT MAY WELL BE TRUE, MR. NESTERS --BUT I AM HARDLY TO BLAME FOR YOUR CURRENT SITUATION.
WHY YOU ÷ARGH÷
YOU ARE AN ADULT! NO ONE FORCED YOU INTO ANYTHING!
ZWOK!
YOU MADE YOUR OWN DECISIONS!
THIS IS MOST DISTRESSING. MY MEN ARE NO MATCH FOR THAT BLACK-SUITED AVENGER. HE'LL BE AFTER ME WITHIN SECONDS--
--UNLESS I TAKE SOME RATHER DRASTIC ACTIONS!
BWAM!
NO!
THOSE FALLING CRATES WILL CRUSH NESTERS! HE HASN'T GOT A CHANCE!
ACTING INSTINCTIVELY, THE AMAZING SPIDER-MAN HURLS HIMSELF FORWARD, GRIMLY DETERMINED TO CUSHION THE FALLEN FOOTBALL STAR WITH HIS OWN BODY.
AND THEN...
KA-PLASH!


FOR A SEEMINGLY ETERNAL INSTANT, ALL IS SILENT AS THE DUST CLEARS...
AND THEN, THE CRATES BEGIN TO SHIFT, AS SPIDER-MAN EXERTS THE FULL EXTENT OF HIS INCREDIBLY POWERFUL MUSCLES...
:UNNN:
TOGIAK
HOLD ON, NESTERS! I'LL GET YOU OUT OF HERE.
AND THEN, SHORTLY...
:WHEW: MY ACHING BACK! IT WAS A CRAZY STUNT--BUT IT WORKED!
RAY, ARE YOU--?!
I'M FINE, KID. BEEN UNDER WORSE PILE-UPS ON THE FOOTBALL FIELD.
THE ROSE SEEMS TO HAVE VANISHED DURING THE CONFUSION...ALONG WITH MOST OF HIS MEN!
LISTEN, TONY, WE GOTTA TALK...
YEAH...ABOUT A LOT OF THINGS.
BUT, WHAT ARE WE GOING TO DO ABOUT THE ROSE? HE'LL NEVER LEAVE YOU ALONE. YOU MUST KNOW THAT!
DON'T WORRY. THERE'S ONE WAY TO GET HIM OFF OUR BACKS...
...ONLY ONE WAY.

EARLY THE NEXT MORNING...

SCANDAL

NESTERS QUITS!

Confesses Ties To Organized Crime

Coach, Teammates Express Shock! Playoff Hopes Dim

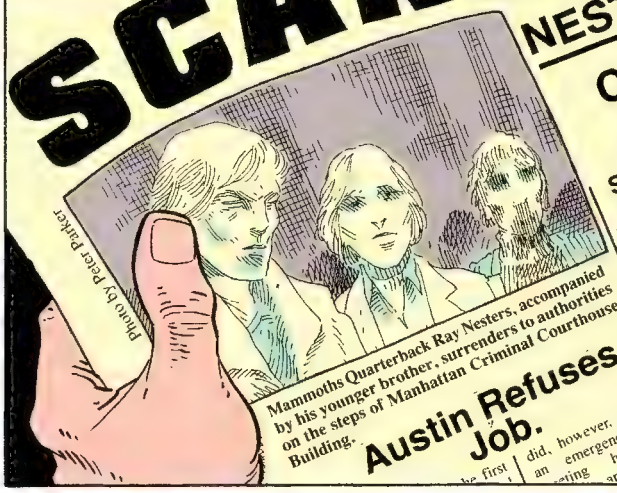


Photo by Peter Parker

Mammoths Quarterback Ray Nesters, accompanied by his younger brother, surrenders to authorities on the steps of Manhattan Criminal Courthouse Building.

Suspended By League

By Ben Urich

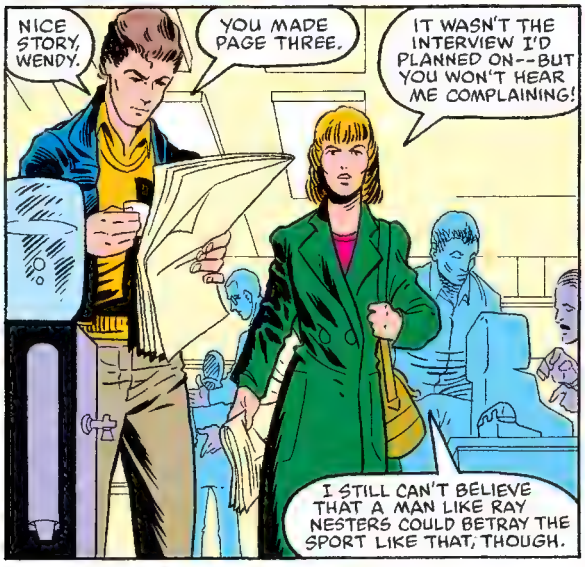
The officials of the National Football League reacted quickly and decisively this morning, when they learned of Ray Nesters's long association with organized crime. Effective immediately, Ray Nesters has been suspended without pay, pending a full investigation by the League. Nesters will not be permitted to play in this Sunday's game with the Redskins, and league

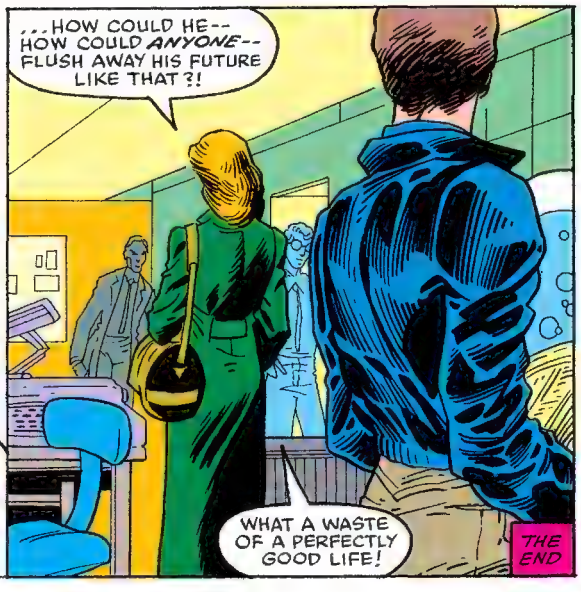
Austin Refuses Job.

the first did, however, say that an emergency meeting has been called and reserve Stra-

an exclusive by Wendy Thorton

New York Mammoths Coach James Albertson expressed shock and dismay today, when informed that his star quarterback, Ray Nesters, had voluntarily surrendered himself to police officials early this morning, revealing ties to organized gambling syndicates which reached as far back as (illegible) football play- ter's startling revelations, Coach Albertson had this to say, "I've known Ray Nesters f over seven years. I ha a great deal of res for the man, both athlete and as a being. I intend beside him in trying of times Ray Ne scheduled Mammoth quarterba round League


NICE STORY, WENDY.
YOU MADE PAGE THREE.
IT WASN'T THE INTERVIEW I'D PLANNED ON--BUT YOU WON'T HEAR ME COMPLAINING!
I STILL CAN'T BELIEVE THAT A MAN LIKE RAY NESTERS COULD BETRAY THE SPORT LIKE THAT, THOUGH.



MARVEL®
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TM
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JULY
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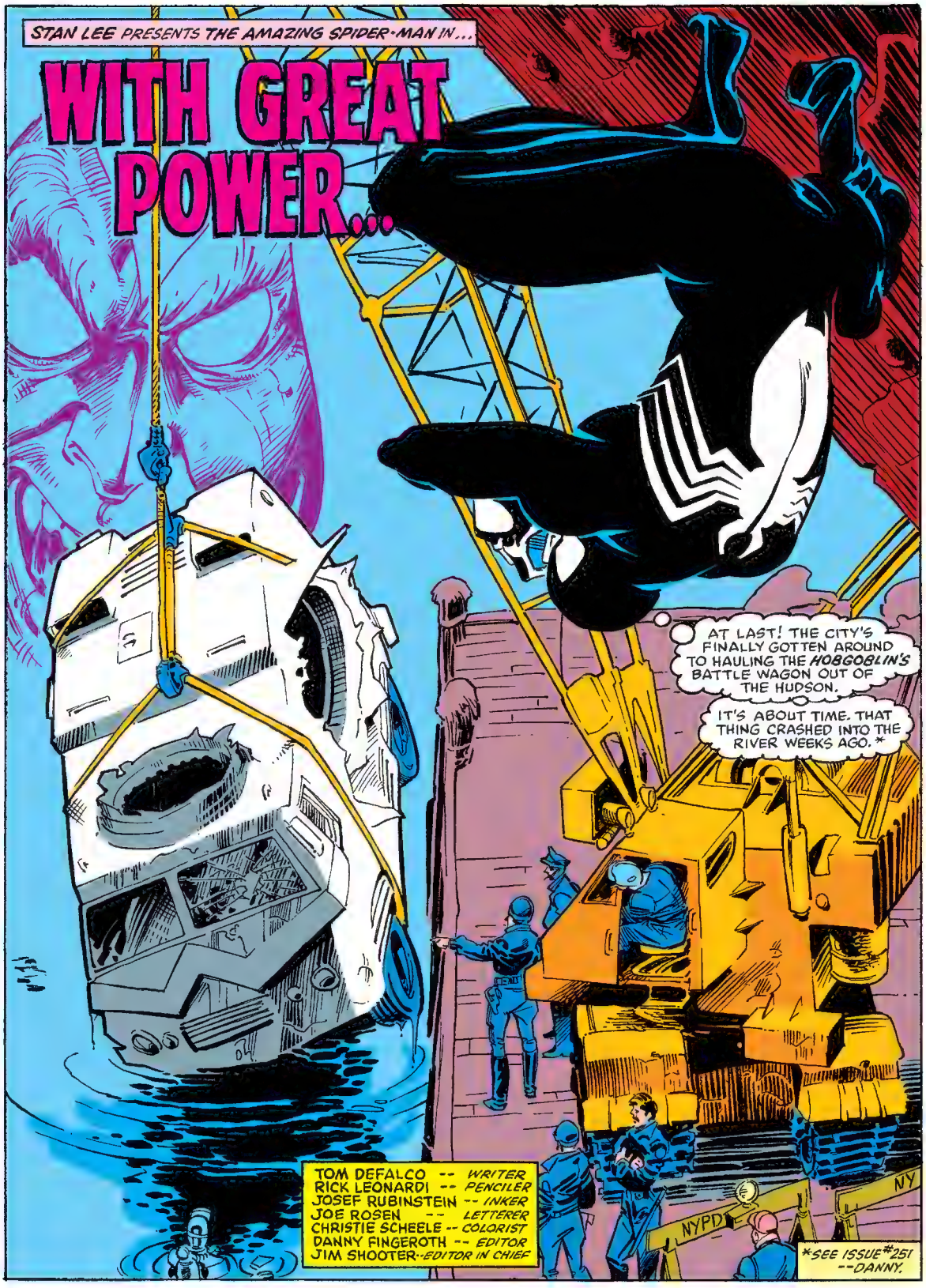
APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN®
BACK OFF, WALL-CRAWLER! THE BATTLE VAN IS MINE!
NO! NOT... YOU!
LEONARDI ® RUBINSTEIN


STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...
WITH GREAT POWER...
AT LAST! THE CITY'S FINALLY GOTTEN AROUND TO HAULING THE HOBGOBLIN'S BATTLE WAGON OUT OF THE HUDSON.
IT'S ABOUT TIME. THAT THING CRASHED INTO THE RIVER WEEKS AGO. *
TOM DEFALCO -- WRITER
RICK LEONARDI -- PENCILER
JOSEF RUBINSTEIN -- INKER
JOE ROSEN -- LETTERER
CHRISTIE SCHEELE -- COLORIST
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR IN CHIEF
NYPD
NY
*SEE ISSUE #251 --DANNY.

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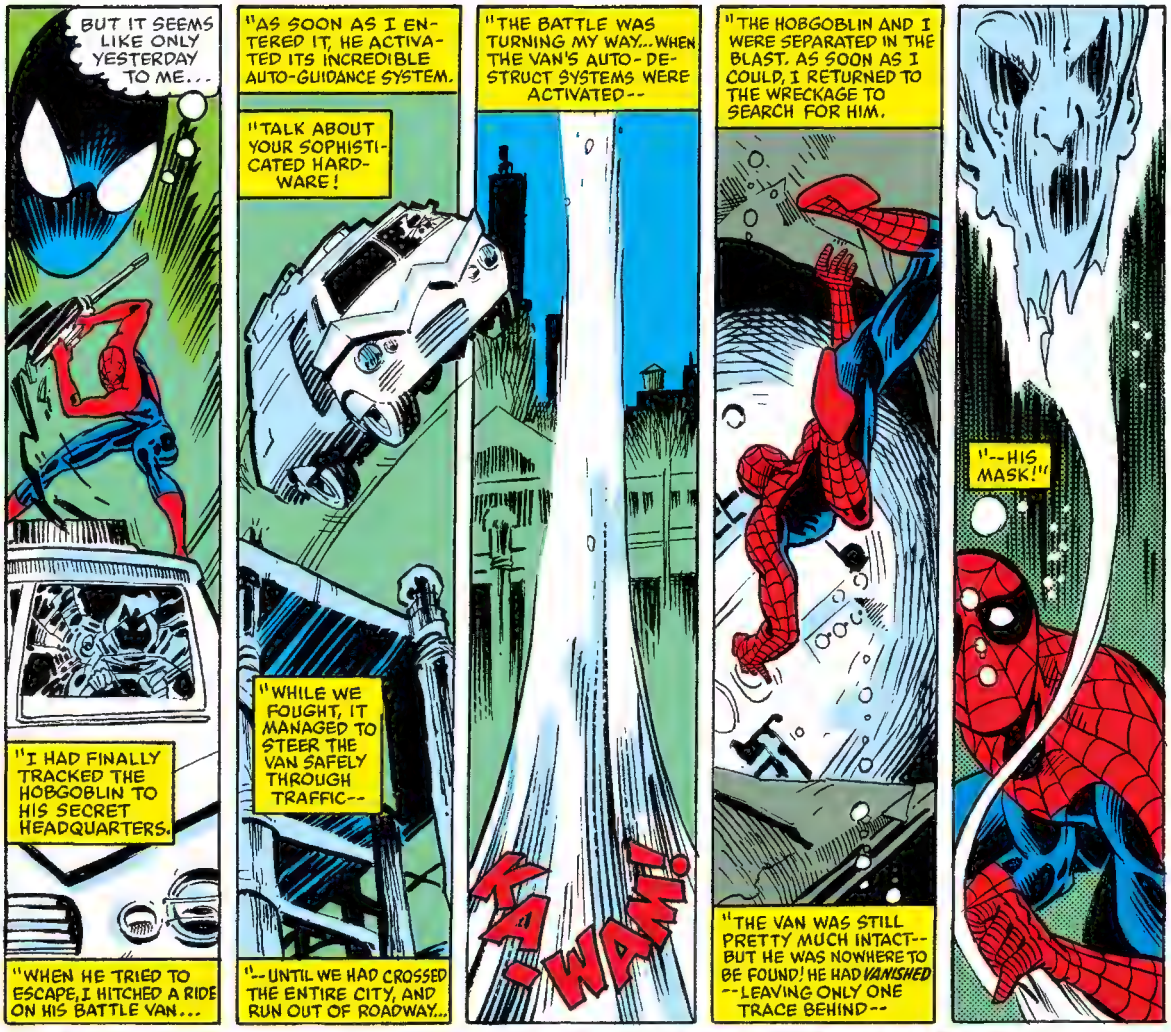
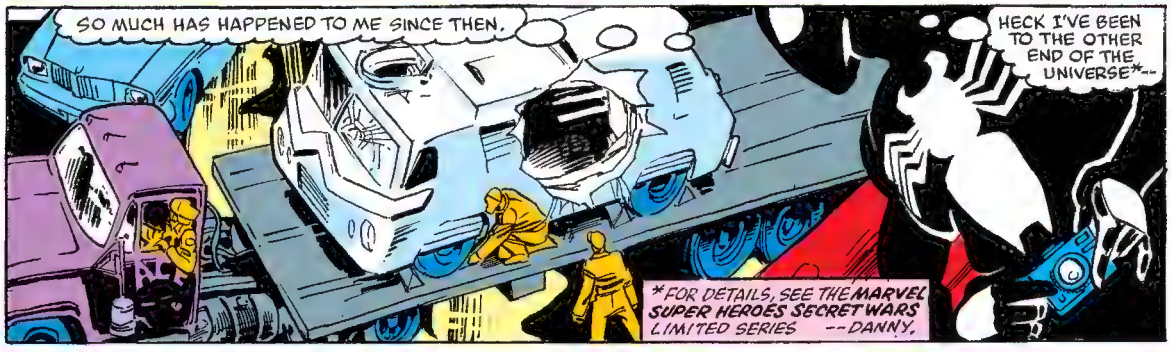
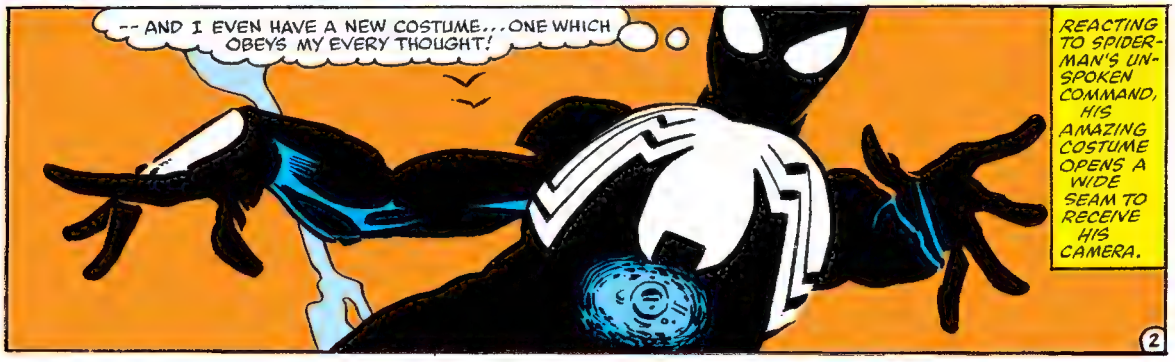
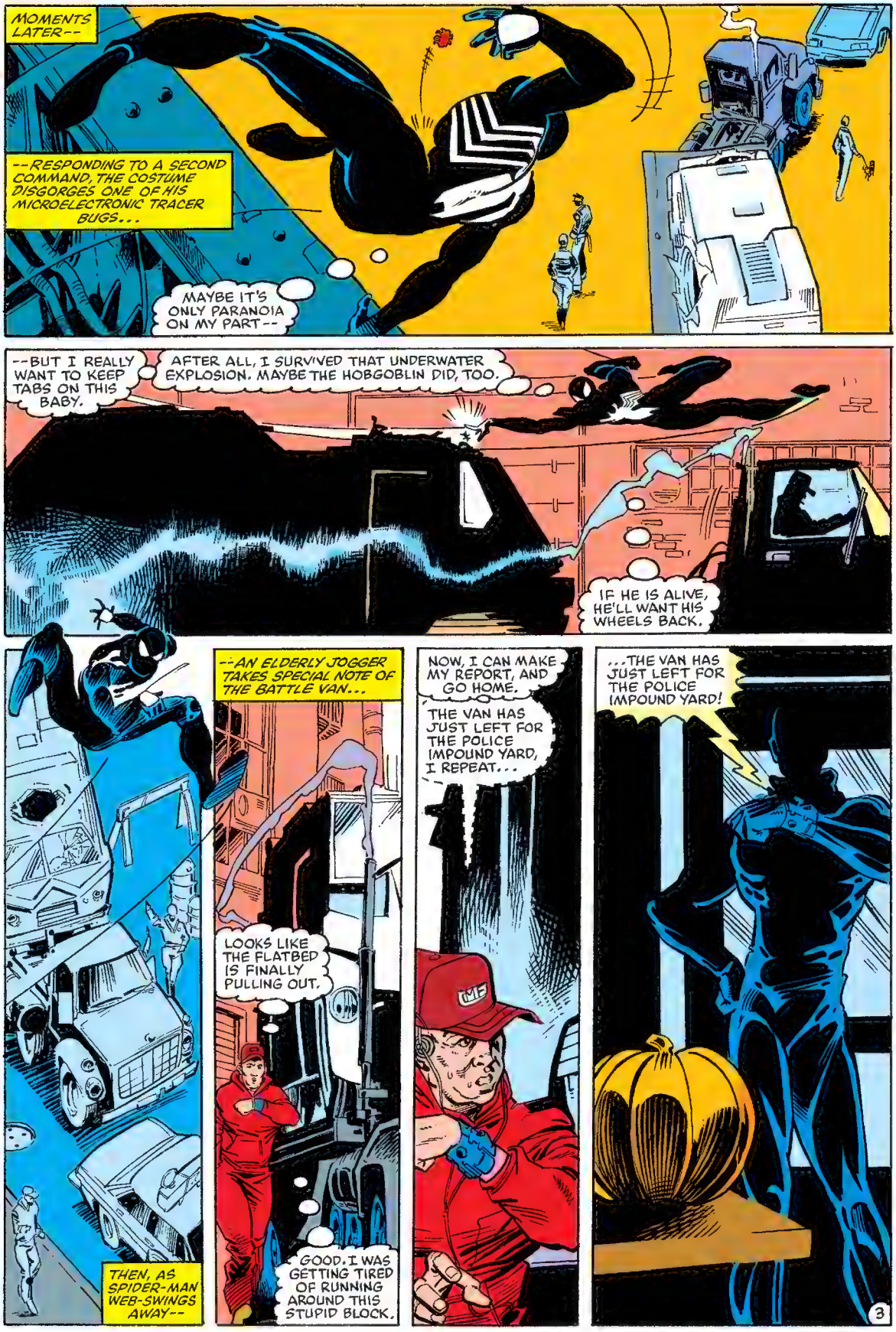
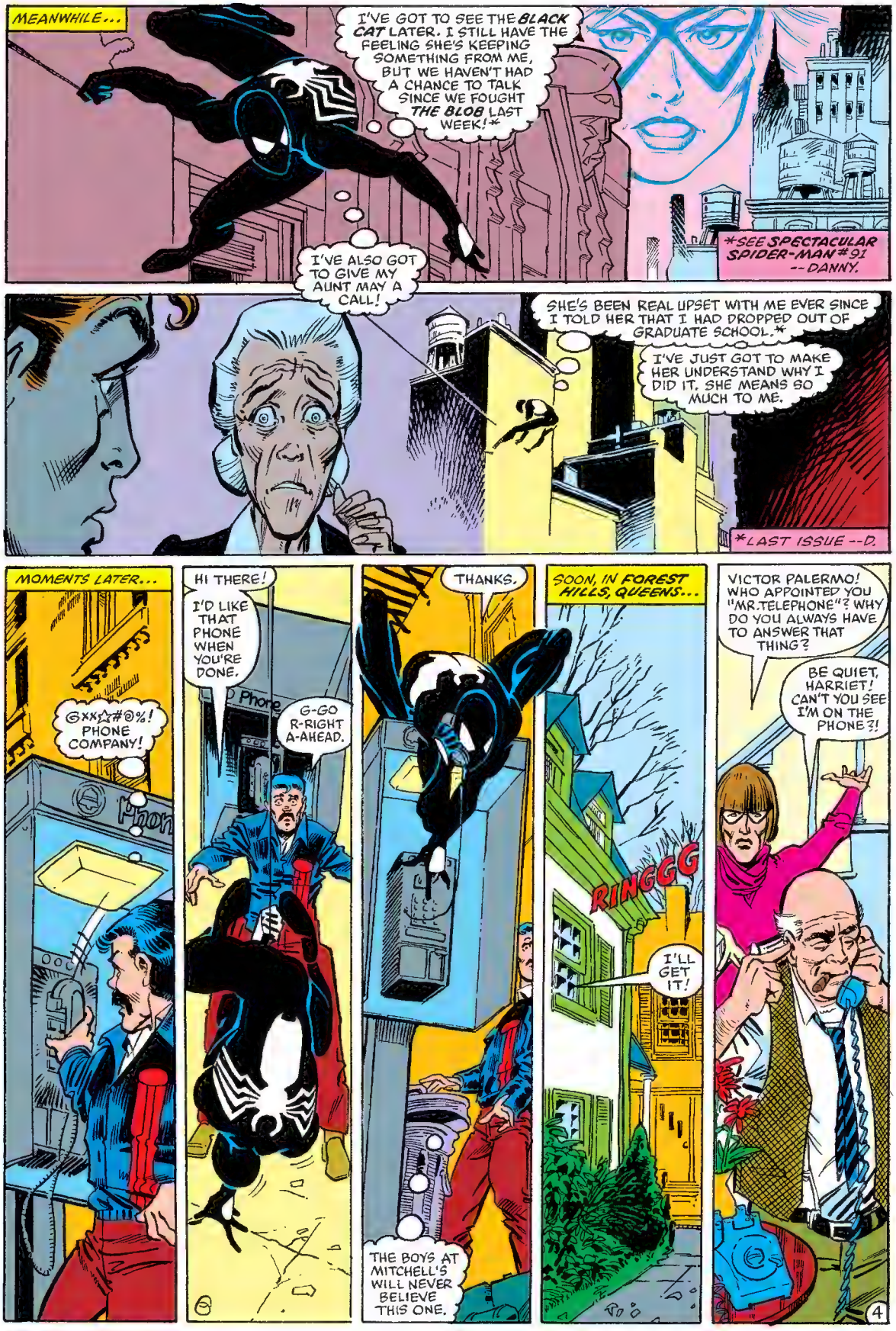
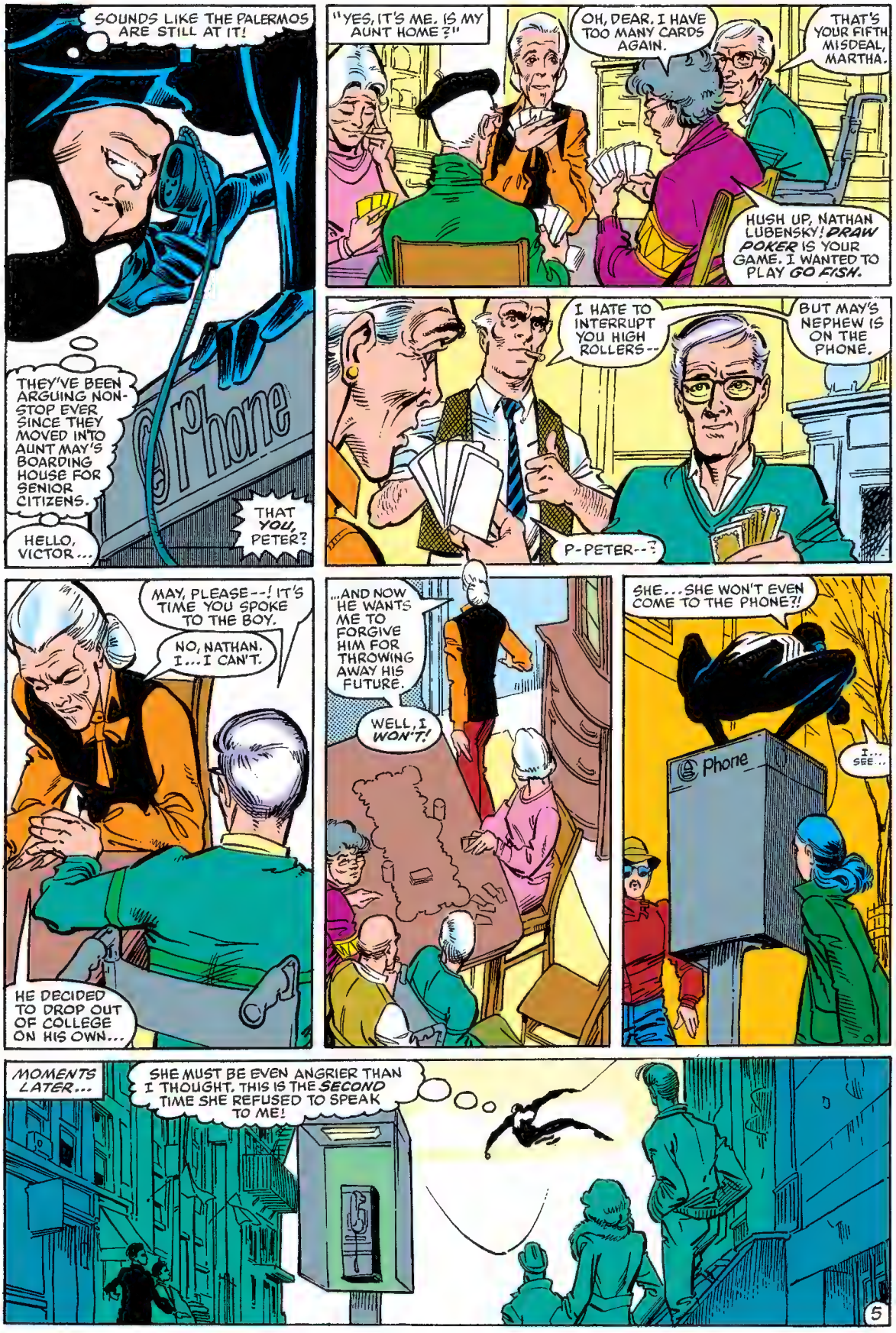

BUT IT SEEMS LIKE ONLY YESTERDAY TO ME...
"I HAD FINALLY TRACKED THE HOBGOBLIN TO HIS SECRET HEADQUARTERS.
"WHEN HE TRIED TO ESCAPE, I HITCHED A RIDE ON HIS BATTLE VAN...
"AS SOON AS I ENTERED IT, HE ACTIVATED ITS INCREDIBLE AUTO-GUIDANCE SYSTEM.
"TALK ABOUT YOUR SOPHISTICATED HARDWARE!
"WHILE WE FOUGHT, IT MANAGED TO STEER THE VAN SAFELY THROUGH TRAFFIC--
"--UNTIL WE HAD CROSSED THE ENTIRE CITY, AND RUN OUT OF ROADWAY...
"THE BATTLE WAS TURNING MY WAY...WHEN THE VAN'S AUTO-DESTRUCT SYSTEMS WERE ACTIVATED--
KA-WAM!
"THE HOBGOBLIN AND I WERE SEPARATED IN THE BLAST. AS SOON AS I COULD, I RETURNED TO THE WRECKAGE TO SEARCH FOR HIM.
"THE VAN WAS STILL PRETTY MUCH INTACT--BUT HE WAS NOWHERE TO BE FOUND! HE HAD VANISHED --LEAVING ONLY ONE TRACE BEHIND--
"--HIS MASK!"

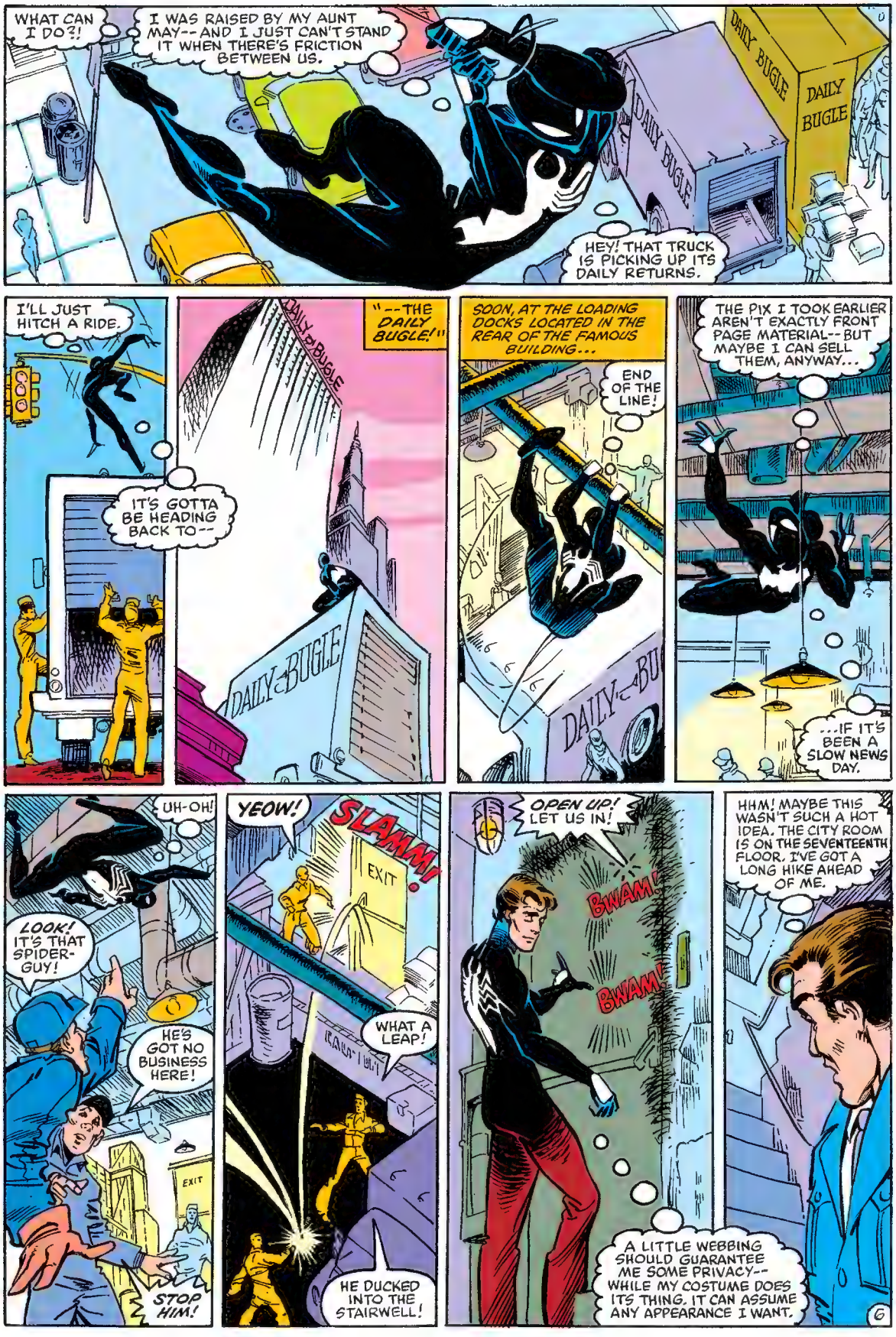

SO MUCH HAS HAPPENED TO ME SINCE THEN.
HECK I'VE BEEN TO THE OTHER END OF THE UNIVERSE*--
*FOR DETAILS, SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES --DANNY.

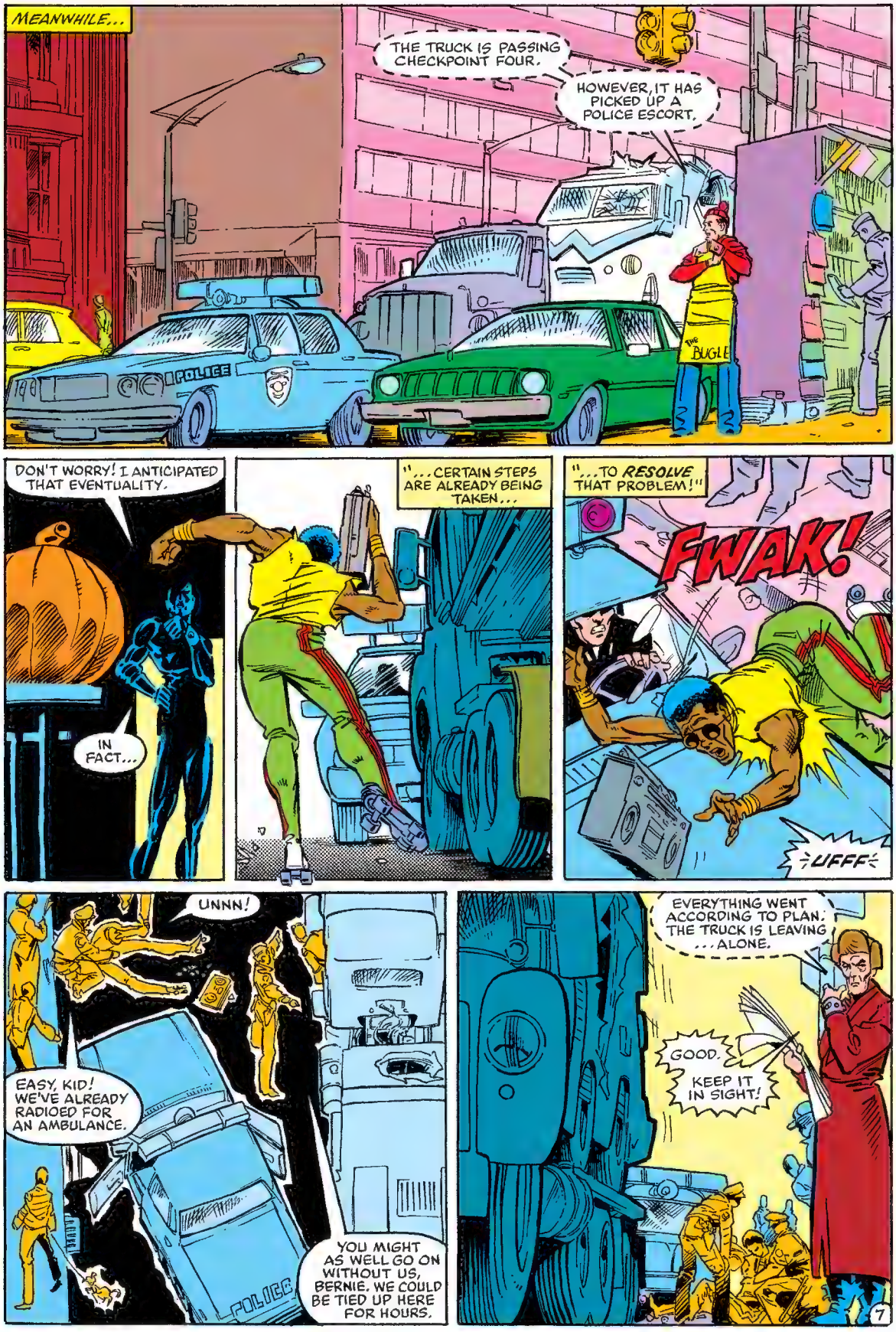

--AND I EVEN HAVE A NEW COSTUME...ONE WHICH OBEYS MY EVERY THOUGHT!
REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS AMAZING COSTUME OPENS A WIDE SEAM TO RECEIVE HIS CAMERA.

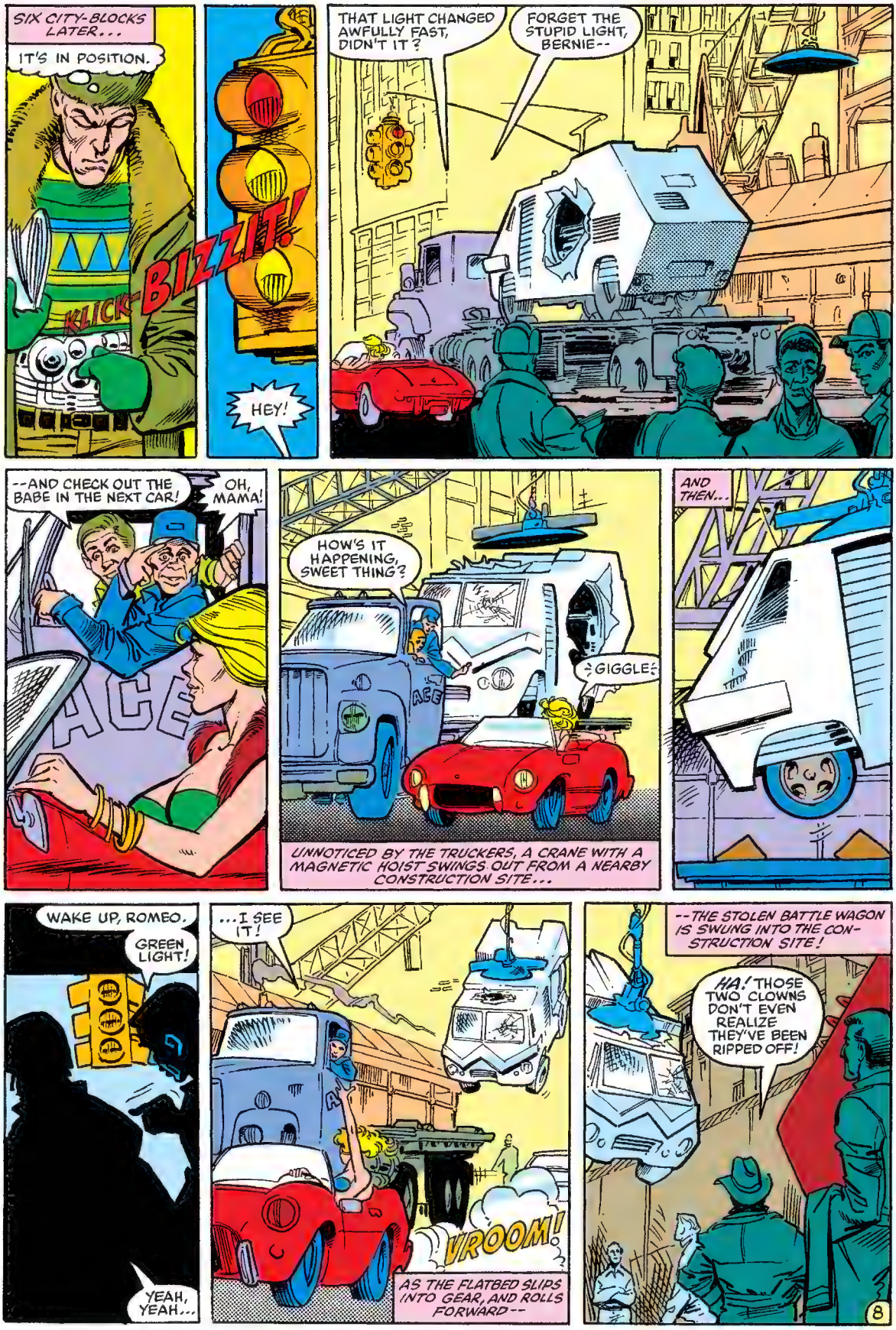

MOMENTS LATER--
--RESPONDING TO A SECOND COMMAND, THE COSTUME DISGORGES ONE OF HIS MICROELECTRONIC TRACER BUGS...
MAYBE IT'S ONLY PARANOIA ON MY PART--
--BUT I REALLY WANT TO KEEP TABS ON THIS BABY.
AFTER ALL, I SURVIVED THAT UNDERWATER EXPLOSION. MAYBE THE HOBGOBLIN DID, TOO.
IF HE IS ALIVE, HE'LL WANT HIS WHEELS BACK.
THEN, AS SPIDER-MAN WEB-SWINGS AWAY--
--AN ELDERLY JOGGER TAKES SPECIAL NOTE OF THE BATTLE VAN...
LOOKS LIKE THE FLATBED IS FINALLY PULLING OUT.
GOOD. I WAS GETTING TIRED OF RUNNING AROUND THIS STUPID BLOCK.
NOW, I CAN MAKE MY REPORT, AND GO HOME.
THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD, I REPEAT...
...THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD!
3

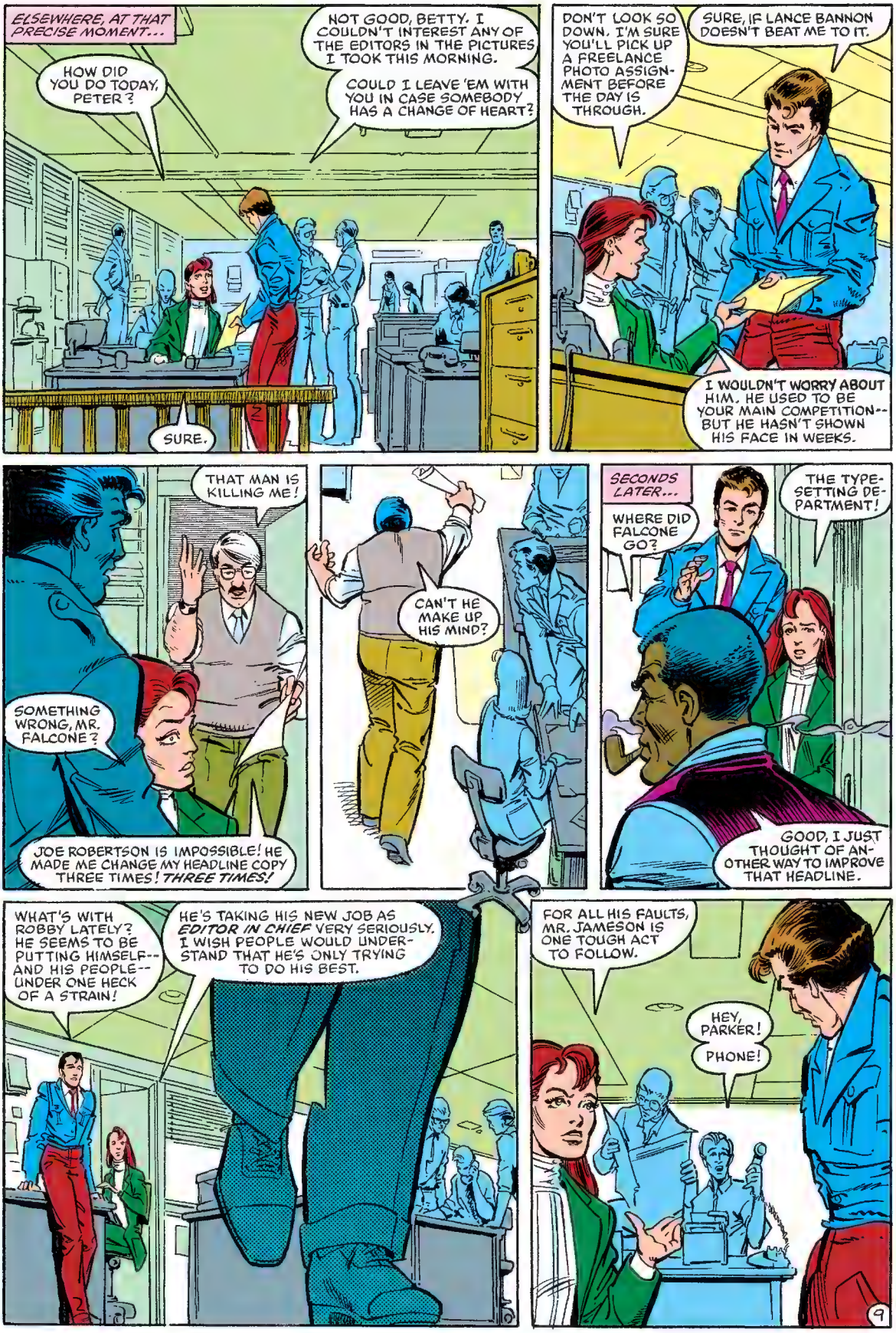

MEANWHILE...
I'VE GOT TO SEE THE BLACK CAT LATER. I STILL HAVE THE FEELING SHE'S KEEPING SOMETHING FROM ME, BUT WE HAVEN'T HAD A CHANCE TO TALK SINCE WE FOUGHT THE BLOB LAST WEEK!*
*SEE SPECTACULAR SPIDER-MAN #91 --DANNY.
I'VE ALSO GOT TO GIVE MY AUNT MAY A CALL!
SHE'S BEEN REAL UPSET WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL.*
I'VE JUST GOT TO MAKE HER UNDERSTAND WHY I DID IT. SHE MEANS SO MUCH TO ME.
*LAST ISSUE --D.
MOMENTS LATER...
G%x☆#@%! PHONE COMPANY!
HI THERE!
I'D LIKE THAT PHONE WHEN YOU'RE DONE.
G-GO R-RIGHT A-AHEAD.
THANKS.
THE BOYS AT MITCHELL'S WILL NEVER BELIEVE THIS ONE.
SOON, IN FOREST HILLS, QUEENS...
RINGGG
I'LL GET IT!
VICTOR PALERMO! WHO APPOINTED YOU "MR. TELEPHONE"? WHY DO YOU ALWAYS HAVE TO ANSWER THAT THING?
BE QUIET, HARRIET! CAN'T YOU SEE I'M ON THE PHONE?!
4

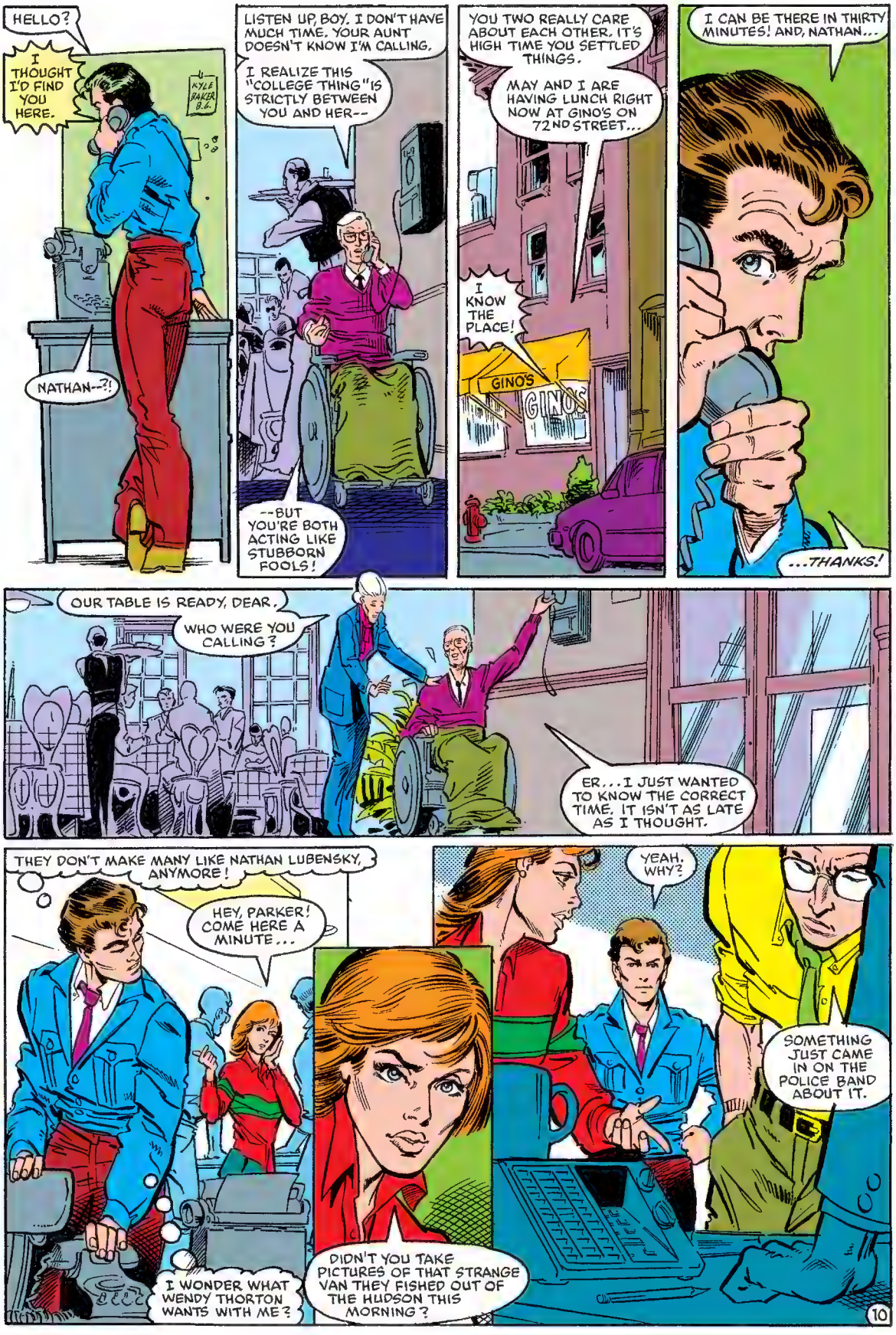

SOUNDS LIKE THE PALERMOS ARE STILL AT IT!
THEY'VE BEEN ARGUING NON-STOP EVER SINCE THEY MOVED INTO AUNT MAY'S BOARDING HOUSE FOR SENIOR CITIZENS.
HELLO, VICTOR...
THAT YOU, PETER?
Phone
"YES, IT'S ME. IS MY AUNT HOME?"
OH, DEAR. I HAVE TOO MANY CARDS AGAIN.
THAT'S YOUR FIFTH MISDEAL, MARTHA.
HUSH UP, NATHAN LUBENSKY! DRAW POKER IS YOUR GAME. I WANTED TO PLAY GO FISH.
I HATE TO INTERRUPT YOU HIGH ROLLERS--
BUT MAY'S NEPHEW IS ON THE PHONE.
P-PETER--?
MAY, PLEASE--! IT'S TIME YOU SPOKE TO THE BOY.
NO, NATHAN. I...I CAN'T.
HE DECIDED TO DROP OUT OF COLLEGE ON HIS OWN...
...AND NOW HE WANTS ME TO FORGIVE HIM FOR THROWING AWAY HIS FUTURE.
WELL, I WON'T!
SHE...SHE WON'T EVEN COME TO THE PHONE?!
Phone
I... SEE...
MOMENTS LATER...
SHE MUST BE EVEN ANGRIER THAN I THOUGHT. THIS IS THE SECOND TIME SHE REFUSED TO SPEAK TO ME!

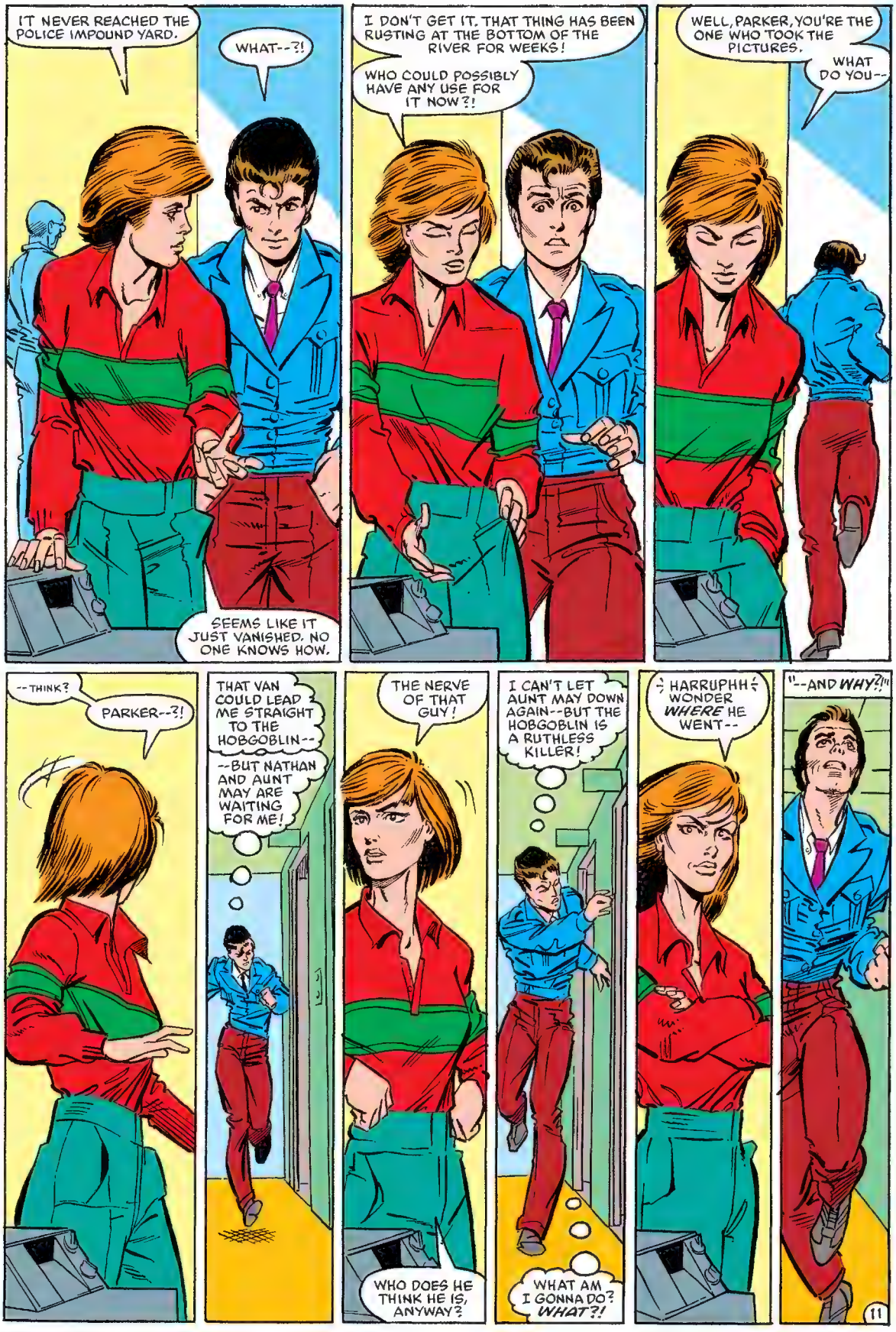

WHAT CAN I DO?!
I WAS RAISED BY MY AUNT MAY--AND I JUST CAN'T STAND IT WHEN THERE'S FRICTION BETWEEN US.
DAILY BUGLE
DAILY BUGLE
DAILY BUGLE
HEY! THAT TRUCK IS PICKING UP ITS DAILY RETURNS.
I'LL JUST HITCH A RIDE.
IT'S GOTTA BE HEADING BACK TO--
"--THE DAILY BUGLE!"
DAILY BUGLE
DAILY BUGLE
SOON, AT THE LOADING DOCKS LOCATED IN THE REAR OF THE FAMOUS BUILDING...
END OF THE LINE!
DAILY BU
THE PIX I TOOK EARLIER AREN'T EXACTLY FRONT PAGE MATERIAL--BUT MAYBE I CAN SELL THEM, ANYWAY...
...IF IT'S BEEN A SLOW NEWS DAY.
UH-OH!
LOOK! IT'S THAT SPIDER-GUY!
HE'S GOT NO BUSINESS HERE!
EXIT
STOP HIM!
YEOW!
SLAMM!
EXIT
WHAT A LEAP!
HE DUCKED INTO THE STAIRWELL!
OPEN UP! LET US IN!
BWAM!
BWAM!
A LITTLE WEBBING SHOULD GUARANTEE ME SOME PRIVACY--WHILE MY COSTUME DOES ITS THING, IT CAN ASSUME ANY APPEARANCE I WANT.
HHM! MAYBE THIS WASN'T SUCH A HOT IDEA. THE CITY ROOM IS ON THE SEVENTEENTH FLOOR. I'VE GOT A LONG HIKE AHEAD OF ME.
6

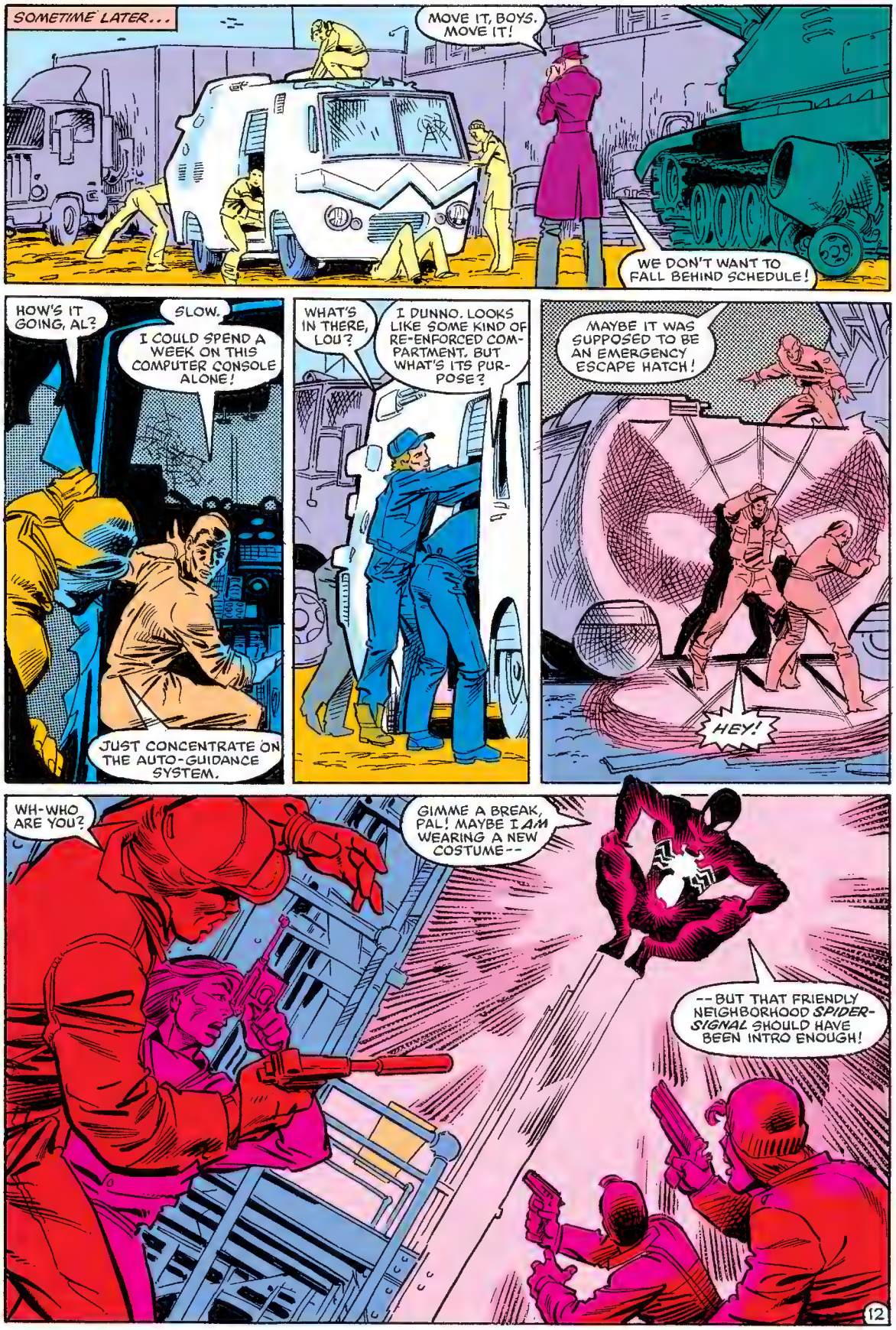

MEANWHILE...
THE TRUCK IS PASSING CHECKPOINT FOUR.
HOWEVER, IT HAS PICKED UP A POLICE ESCORT.
POLICE
THE BUGLE
DON'T WORRY! I ANTICIPATED THAT EVENTUALITY.
IN FACT...
"...CERTAIN STEPS ARE ALREADY BEING TAKEN...
"...TO RESOLVE THAT PROBLEM!"
FWAK!
UFFF
UNNN!
EASY, KID! WE'VE ALREADY RADIOED FOR AN AMBULANCE.
POLICE
YOU MIGHT AS WELL GO ON WITHOUT US, BERNIE. WE COULD BE TIED UP HERE FOR HOURS.
EVERYTHING WENT ACCORDING TO PLAN. THE TRUCK IS LEAVING ...ALONE.
GOOD. KEEP IT IN SIGHT!

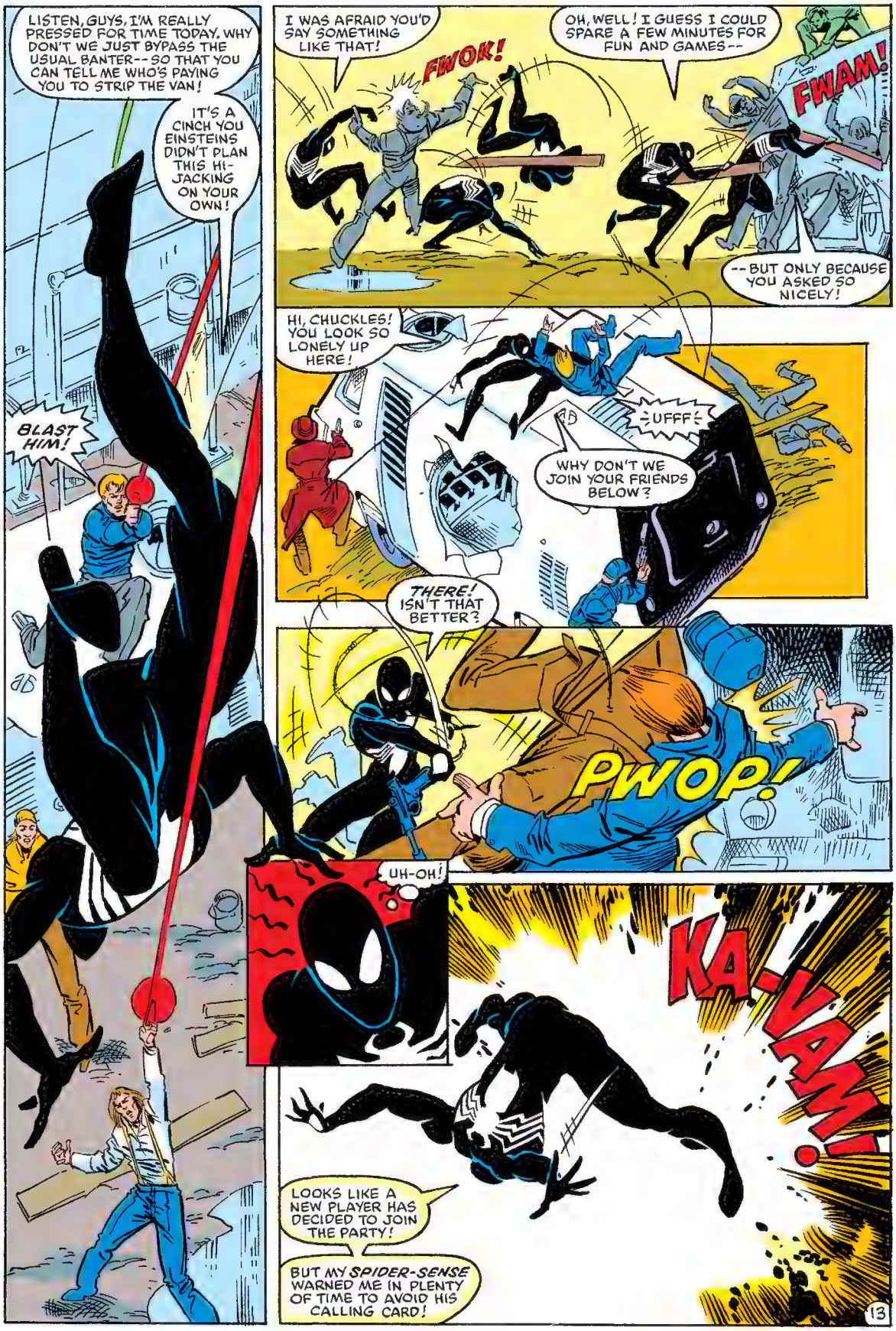

SIX CITY-BLOCKS LATER...
IT'S IN POSITION.
KLICK-BIZZIT!
HEY!
THAT LIGHT CHANGED AWFULLY FAST, DIDN'T IT?
FORGET THE STUPID LIGHT, BERNIE--
--AND CHECK OUT THE BABE IN THE NEXT CAR!
OH, MAMA!
ACE
HOW'S IT HAPPENING, SWEET THING?
:GIGGLE:
UNNOTICED BY THE TRUCKERS, A CRANE WITH A MAGNETIC HOIST SWINGS OUT FROM A NEARBY CONSTRUCTION SITE...
AND THEN...
WAKE UP, ROMEO.
GREEN LIGHT!
YEAH, YEAH...
...I SEE IT!
VROOM!
AS THE FLATBED SLIPS INTO GEAR, AND ROLLS FORWARD--
--THE STOLEN BATTLE WAGON IS SWUNG INTO THE CONSTRUCTION SITE!
HA! THOSE TWO CLOWNS DON'T EVEN REALIZE THEY'VE BEEN RIPPED OFF!
8

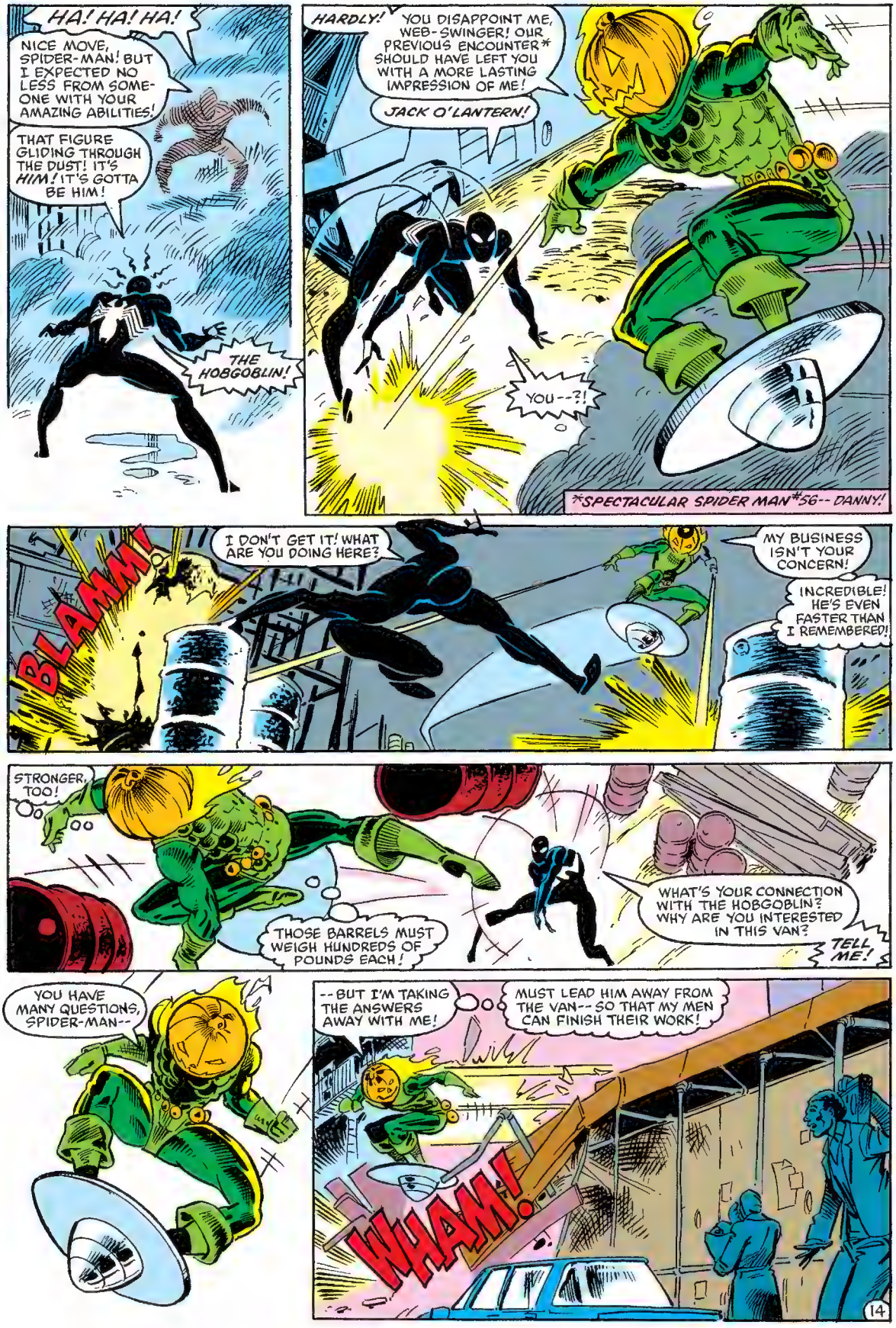

ELSEWHERE, AT THAT PRECISE MOMENT...
HOW DID YOU DO TODAY, PETER?
NOT GOOD, BETTY. I COULDN'T INTEREST ANY OF THE EDITORS IN THE PICTURES I TOOK THIS MORNING.
COULD I LEAVE 'EM WITH YOU IN CASE SOMEBODY HAS A CHANGE OF HEART?
SURE.
DON'T LOOK SO DOWN. I'M SURE YOU'LL PICK UP A FREELANCE PHOTO ASSIGNMENT BEFORE THE DAY IS THROUGH.
SURE, IF LANCE BANNON DOESN'T BEAT ME TO IT.
I WOULDN'T WORRY ABOUT HIM. HE USED TO BE YOUR MAIN COMPETITION--BUT HE HASN'T SHOWN HIS FACE IN WEEKS.
THAT MAN IS KILLING ME!
SOMETHING WRONG, MR. FALCONE?
JOE ROBERTSON IS IMPOSSIBLE! HE MADE ME CHANGE MY HEADLINE COPY THREE TIMES! THREE TIMES!
CAN'T HE MAKE UP HIS MIND?
SECONDS LATER...
WHERE DID FALCONE GO?
THE TYPE-SETTING DEPARTMENT!
GOOD, I JUST THOUGHT OF ANOTHER WAY TO IMPROVE THAT HEADLINE.
WHAT'S WITH ROBBY LATELY? HE SEEMS TO BE PUTTING HIMSELF--AND HIS PEOPLE--UNDER ONE HECK OF A STRAIN!
HE'S TAKING HIS NEW JOB AS EDITOR IN CHIEF VERY SERIOUSLY. I WISH PEOPLE WOULD UNDERSTAND THAT HE'S ONLY TRYING TO DO HIS BEST.
FOR ALL HIS FAULTS, MR. JAMESON IS ONE TOUGH ACT TO FOLLOW.
HEY, PARKER!
PHONE!
9

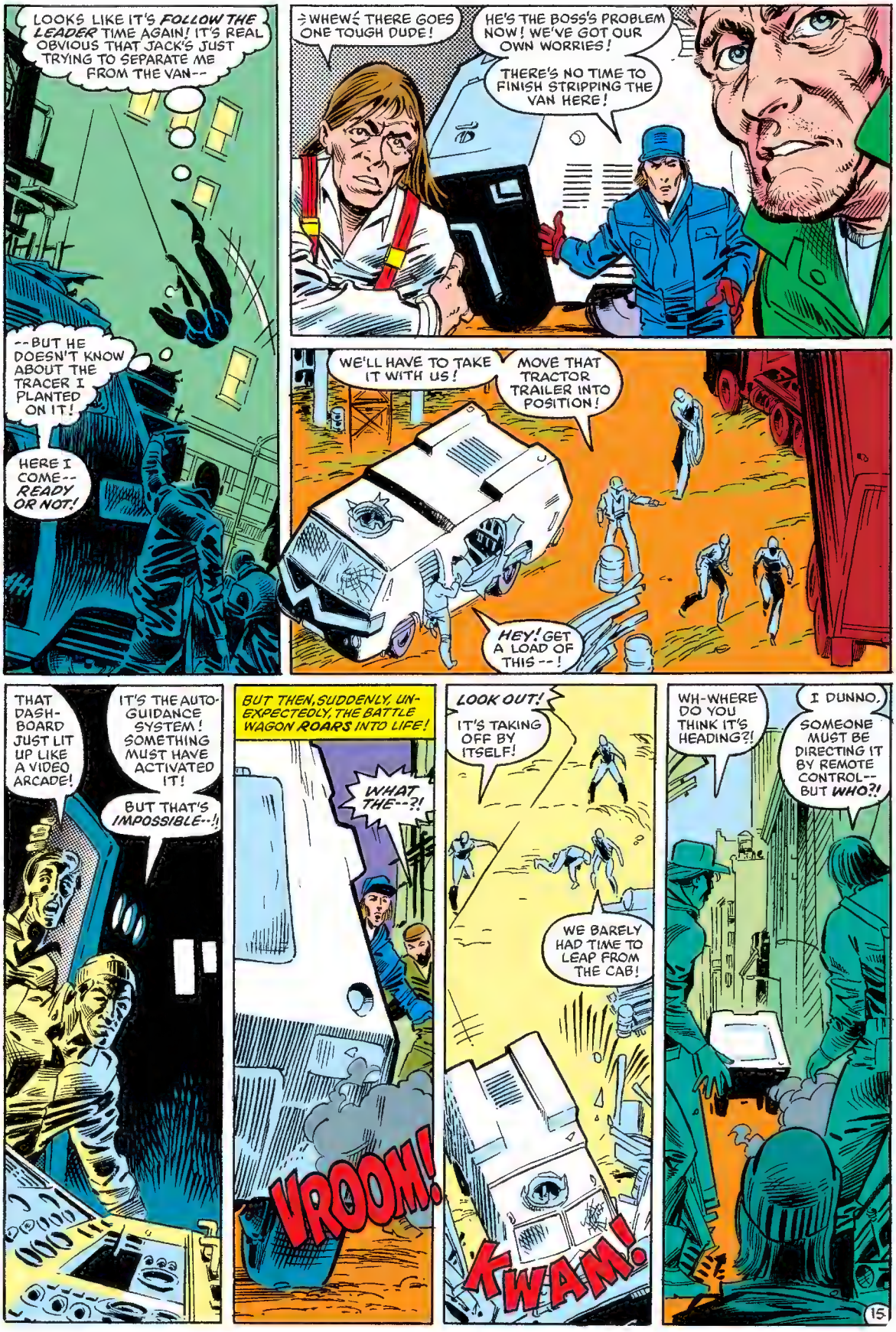

HELLO?
I THOUGHT I'D FIND YOU HERE.
KYLE BAKER B.G.
NATHAN--?!
LISTEN UP, BOY. I DON'T HAVE MUCH TIME. YOUR AUNT DOESN'T KNOW I'M CALLING.
I REALIZE THIS "COLLEGE THING" IS STRICTLY BETWEEN YOU AND HER--
--BUT YOU'RE BOTH ACTING LIKE STUBBORN FOOLS!
YOU TWO REALLY CARE ABOUT EACH OTHER. IT'S HIGH TIME YOU SETTLED THINGS.
MAY AND I ARE HAVING LUNCH RIGHT NOW AT GINO'S ON 72ND STREET...
I KNOW THE PLACE!
GINO'S
I CAN BE THERE IN THIRTY MINUTES! AND, NATHAN...
...THANKS!
OUR TABLE IS READY, DEAR.
WHO WERE YOU CALLING?
ER... I JUST WANTED TO KNOW THE CORRECT TIME. IT ISN'T AS LATE AS I THOUGHT.
THEY DON'T MAKE MANY LIKE NATHAN LUBENSKY, ANYMORE!
HEY, PARKER! COME HERE A MINUTE...
I WONDER WHAT WENDY THORTON WANTS WITH ME?
DIDN'T YOU TAKE PICTURES OF THAT STRANGE VAN THEY FISHED OUT OF THE HUDSON THIS MORNING?
YEAH. WHY?
SOMETHING JUST CAME IN ON THE POLICE BAND ABOUT IT.

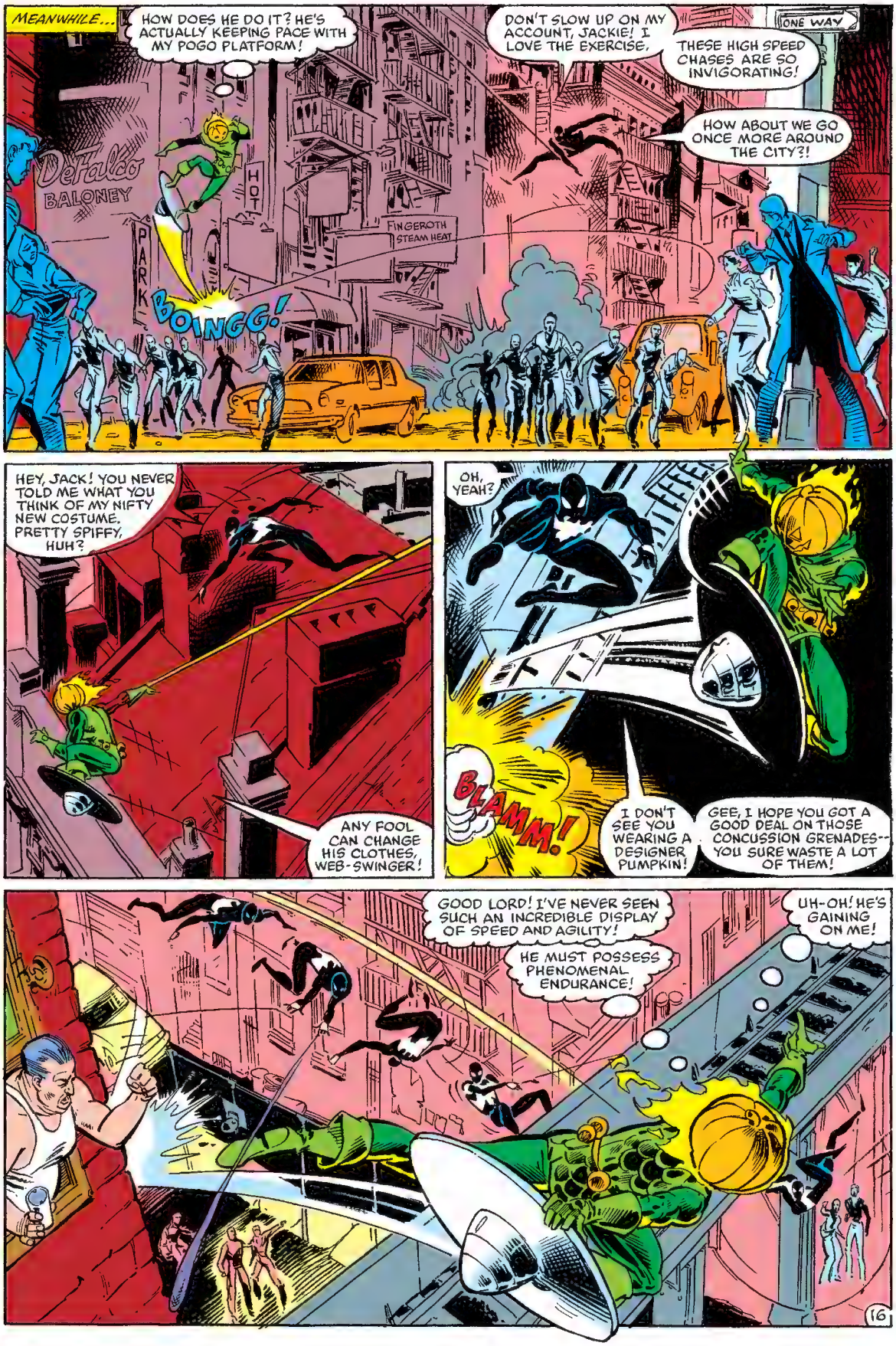

IT NEVER REACHED THE POLICE IMPOUND YARD.
WHAT--?!
SEEMS LIKE IT JUST VANISHED. NO ONE KNOWS HOW.
I DON'T GET IT. THAT THING HAS BEEN RUSTING AT THE BOTTOM OF THE RIVER FOR WEEKS!
WHO COULD POSSIBLY HAVE ANY USE FOR IT NOW?!
WELL, PARKER, YOU'RE THE ONE WHO TOOK THE PICTURES.
WHAT DO YOU--
--THINK?
PARKER--?!
THAT VAN COULD LEAD ME STRAIGHT TO THE HOBGOBLIN--
--BUT NATHAN AND AUNT MAY ARE WAITING FOR ME!
THE NERVE OF THAT GUY!
WHO DOES HE THINK HE IS, ANYWAY?
I CAN'T LET AUNT MAY DOWN AGAIN--BUT THE HOBGOBLIN IS A RUTHLESS KILLER!
WHAT AM I GONNA DO? WHAT?!
÷HARRUPHH÷ WONDER WHERE HE WENT--
"--AND WHY?!"
11

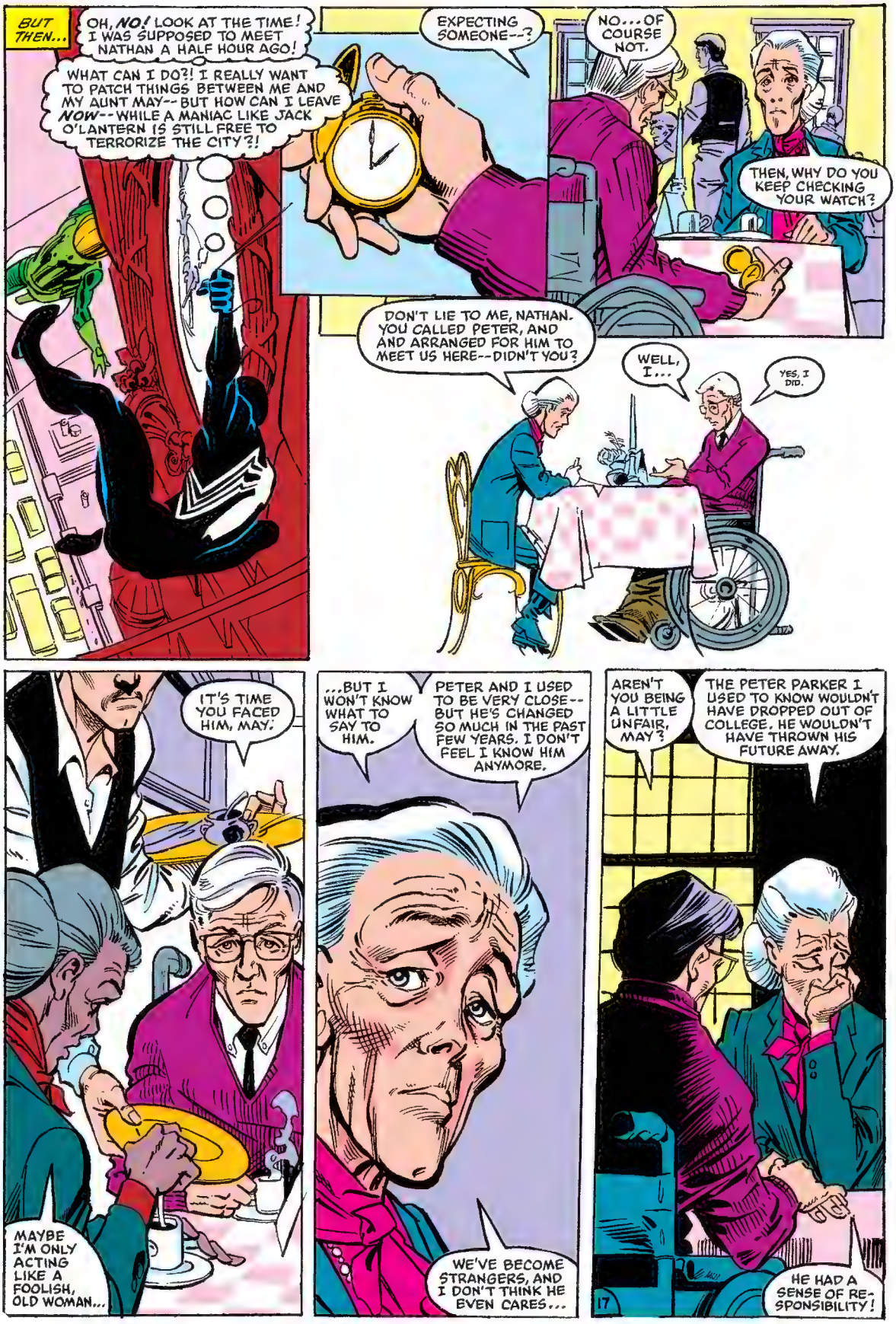

SOMETIME LATER...
MOVE IT, BOYS. MOVE IT!
WE DON'T WANT TO FALL BEHIND SCHEDULE!
HOW'S IT GOING, AL?
SLOW. I COULD SPEND A WEEK ON THIS COMPUTER CONSOLE ALONE!
JUST CONCENTRATE ON THE AUTO-GUIDANCE SYSTEM.
WHAT'S IN THERE, LOU?
I DUNNO. LOOKS LIKE SOME KIND OF RE-ENFORCED COMPARTMENT. BUT WHAT'S ITS PURPOSE?
MAYBE IT WAS SUPPOSED TO BE AN EMERGENCY ESCAPE HATCH!
HEY!
WH-WHO ARE YOU?
GIMME A BREAK, PAL! MAYBE I AM WEARING A NEW COSTUME--
--BUT THAT FRIENDLY NEIGHBORHOOD SPIDER-SIGNAL SHOULD HAVE BEEN INTRO ENOUGH!

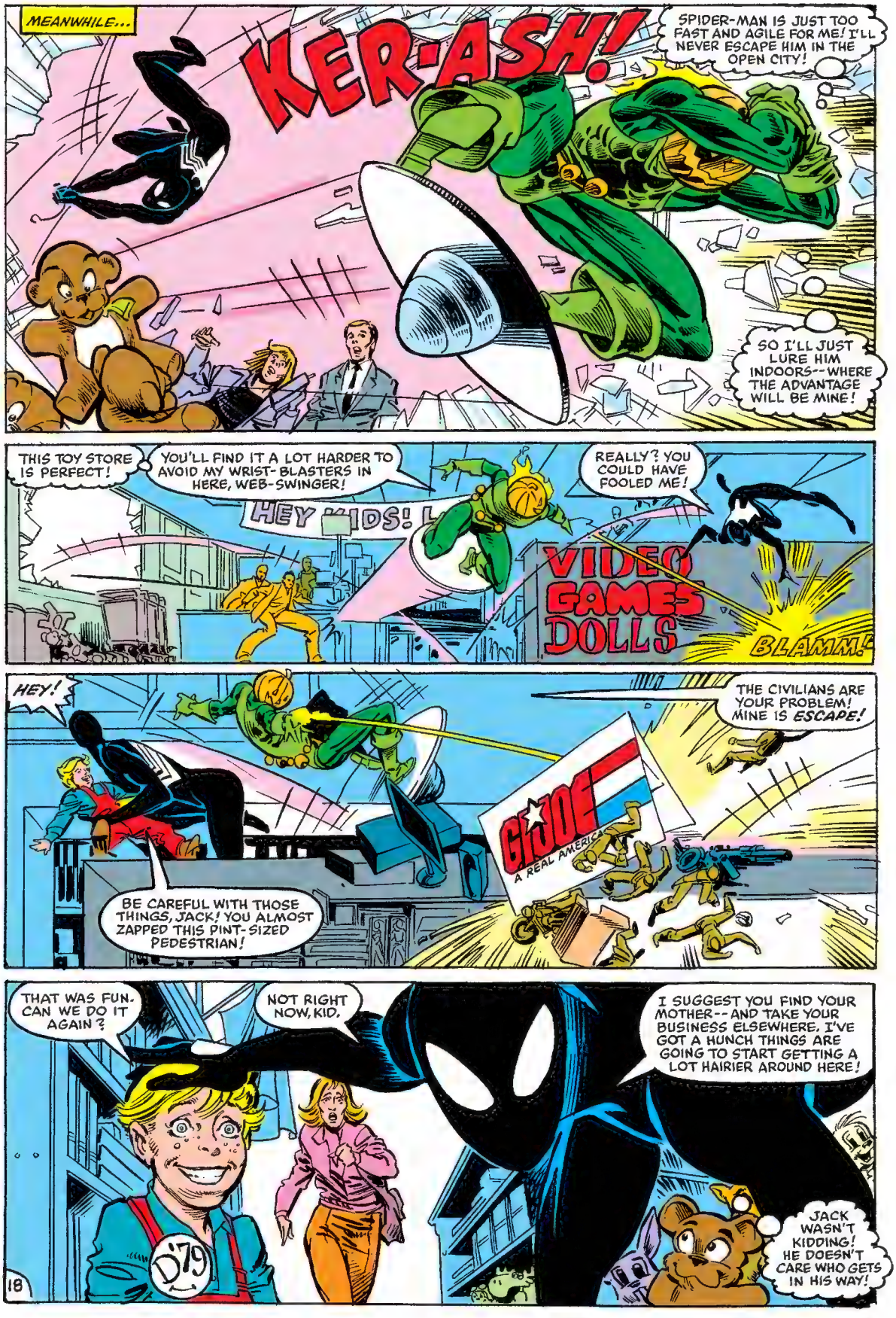

LISTEN, GUYS, I'M REALLY PRESSED FOR TIME TODAY. WHY DON'T WE JUST BYPASS THE USUAL BANTER-- SO THAT YOU CAN TELL ME WHO'S PAYING YOU TO STRIP THE VAN!
IT'S A CINCH YOU EINSTEINS DIDN'T PLAN THIS HI-JACKING ON YOUR OWN!
BLAST HIM!
I WAS AFRAID YOU'D SAY SOMETHING LIKE THAT!
FWOK!
OH, WELL! I GUESS I COULD SPARE A FEW MINUTES FOR FUN AND GAMES--
FWAM!
--BUT ONLY BECAUSE YOU ASKED SO NICELY!
HI, CHUCKLES! YOU LOOK SO LONELY UP HERE!
UFFF
WHY DON'T WE JOIN YOUR FRIENDS BELOW?
THERE! ISN'T THAT BETTER?
PWOP!
UH-OH!
KA-VAM!
LOOKS LIKE A NEW PLAYER HAS DECIDED TO JOIN THE PARTY!
BUT MY SPIDER-SENSE WARNED ME IN PLENTY OF TIME TO AVOID HIS CALLING CARD!
13

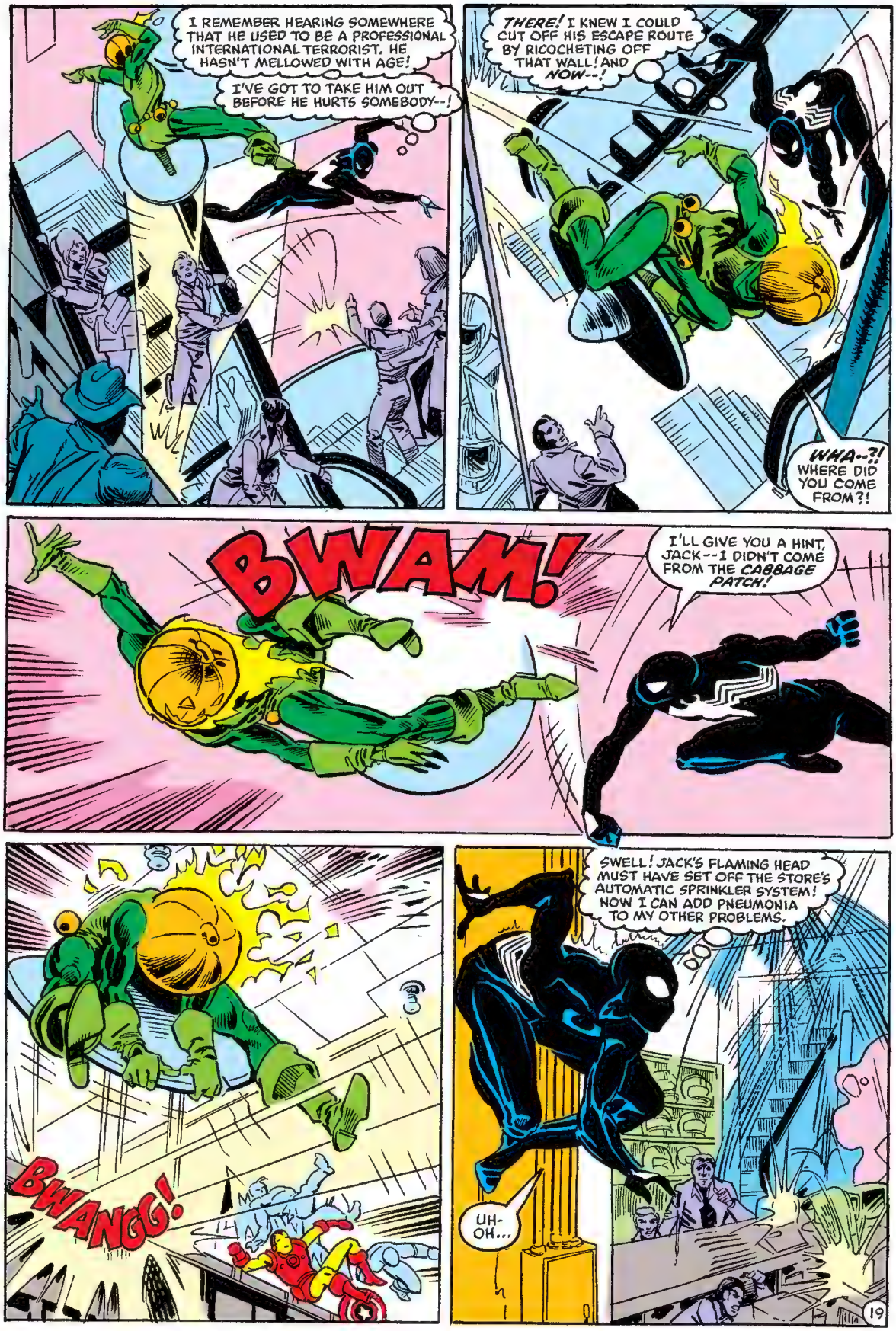

HA! HA! HA!
NICE MOVE, SPIDER-MAN! BUT I EXPECTED NO LESS FROM SOMEONE WITH YOUR AMAZING ABILITIES!
THAT FIGURE GLIDING THROUGH THE DUST! IT'S HIM! IT'S GOTTA BE HIM!
THE HOBGOBLIN!
HARDLY!
YOU DISAPPOINT ME, WEB-SWINGER! OUR PREVIOUS ENCOUNTER* SHOULD HAVE LEFT YOU WITH A MORE LASTING IMPRESSION OF ME!
JACK O'LANTERN!
YOU--?!
*SPECTACULAR SPIDER MAN #56-- DANNY!
BLAMM!
I DON'T GET IT! WHAT ARE YOU DOING HERE?
MY BUSINESS ISN'T YOUR CONCERN!
INCREDIBLE! HE'S EVEN FASTER THAN I REMEMBERED!
STRONGER, TOO!
THOSE BARRELS MUST WEIGH HUNDREDS OF POUNDS EACH!
WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN? WHY ARE YOU INTERESTED IN THIS VAN?
TELL ME!
YOU HAVE MANY QUESTIONS, SPIDER-MAN--
--BUT I'M TAKING THE ANSWERS AWAY WITH ME!
MUST LEAD HIM AWAY FROM THE VAN-- SO THAT MY MEN CAN FINISH THEIR WORK!
WHAM!

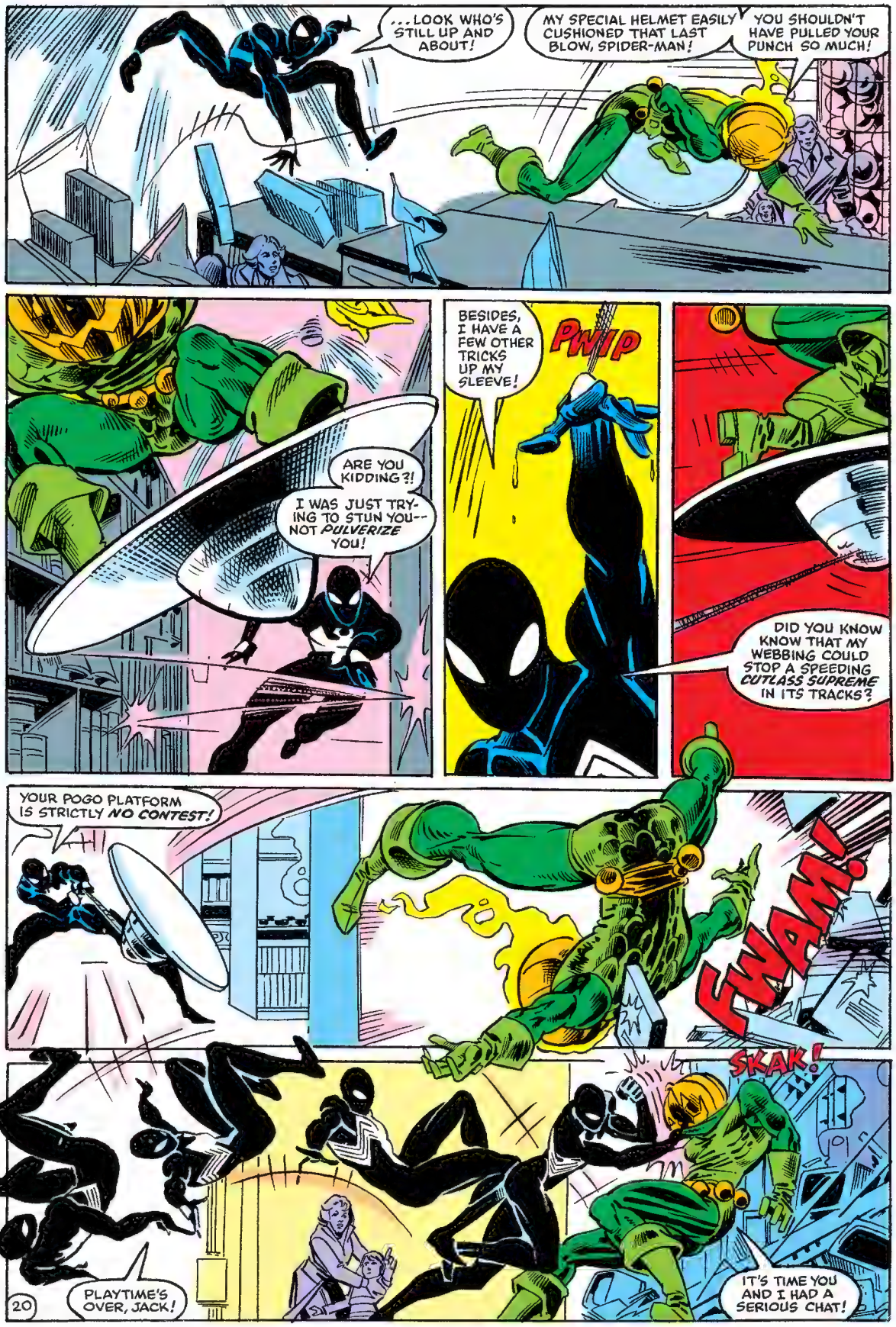

LOOKS LIKE IT'S FOLLOW THE LEADER TIME AGAIN! IT'S REAL OBVIOUS THAT JACK'S JUST TRYING TO SEPARATE ME FROM THE VAN--
--BUT HE DOESN'T KNOW ABOUT THE TRACER I PLANTED ON IT!
HERE I COME-- READY OR NOT!
WHEW! THERE GOES ONE TOUGH DUDE!
HE'S THE BOSS'S PROBLEM NOW! WE'VE GOT OUR OWN WORRIES!
THERE'S NO TIME TO FINISH STRIPPING THE VAN HERE!
WE'LL HAVE TO TAKE IT WITH US!
MOVE THAT TRACTOR TRAILER INTO POSITION!
HEY! GET A LOAD OF THIS--!
THAT DASH-BOARD JUST LIT UP LIKE A VIDEO ARCADE!
IT'S THE AUTO-GUIDANCE SYSTEM! SOMETHING MUST HAVE ACTIVATED IT!
BUT THAT'S IMPOSSIBLE--!!
BUT THEN, SUDDENLY, UN-EXPECTEDLY, THE BATTLE WAGON ROARS INTO LIFE!
WHAT THE--?!
VROOM!
LOOK OUT!
IT'S TAKING OFF BY ITSELF!
WE BARELY HAD TIME TO LEAP FROM THE CAB!
KWAM!
WH-WHERE DO YOU THINK IT'S HEADING?!
I DUNNO, SOMEONE MUST BE DIRECTING IT BY REMOTE CONTROL-- BUT WHO?!

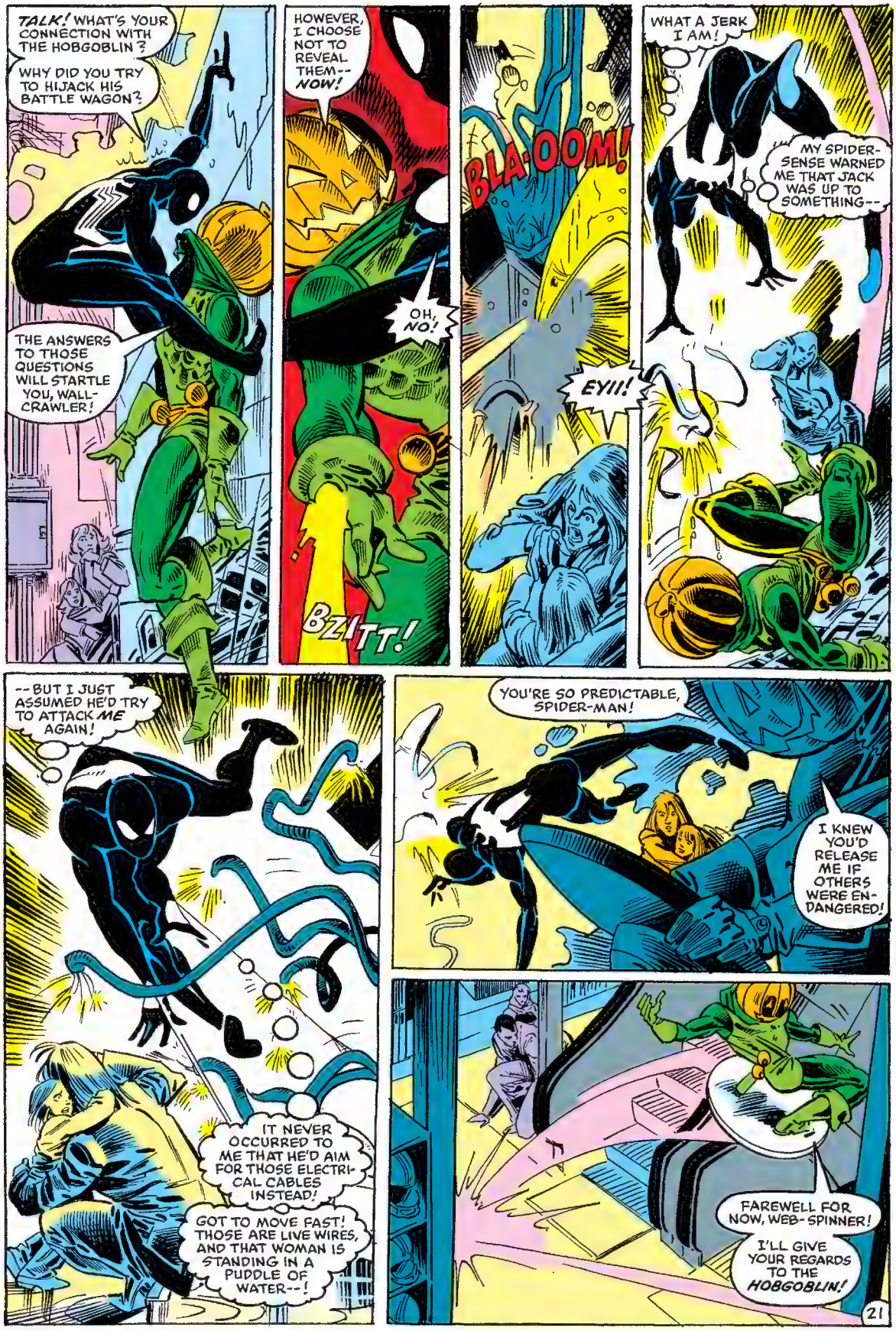

MEANWHILE...
HOW DOES HE DO IT? HE'S ACTUALLY KEEPING PACE WITH MY POGO PLATFORM!
DON'T SLOW UP ON MY ACCOUNT, JACKIE! I LOVE THE EXERCISE,
ONE WAY
THESE HIGH SPEED CHASES ARE SO INVIGORATING!
HOW ABOUT WE GO ONCE MORE AROUND THE CITY?!
DeFalco
BALONEY
HOT
PARK
FINGEROTH STEAM HEAT
BOINGG!
HEY, JACK! YOU NEVER TOLD ME WHAT YOU THINK OF MY NIFTY NEW COSTUME. PRETTY SPIFFY, HUH?
ANY FOOL CAN CHANGE HIS CLOTHES, WEB-SWINGER!
OH, YEAH?
BLAMM!
I DON'T SEE YOU WEARING A DESIGNER PUMPKIN!
GEE, I HOPE YOU GOT A GOOD DEAL ON THOSE CONCUSSION GRENADES-- YOU SURE WASTE A LOT OF THEM!
GOOD LORD! I'VE NEVER SEEN SUCH AN INCREDIBLE DISPLAY OF SPEED AND AGILITY!
HE MUST POSSESS PHENOMENAL ENDURANCE!
UH-OH! HE'S GAINING ON ME!


BUT THEN...
OH, NO! LOOK AT THE TIME! I WAS SUPPOSED TO MEET NATHAN A HALF HOUR AGO!
WHAT CAN I DO?! I REALLY WANT TO PATCH THINGS BETWEEN ME AND MY AUNT MAY--BUT HOW CAN I LEAVE NOW--WHILE A MANIAC LIKE JACK O'LANTERN IS STILL FREE TO TERRORIZE THE CITY?!
EXPECTING SOMEONE--?
NO...OF COURSE NOT.
THEN, WHY DO YOU KEEP CHECKING YOUR WATCH?
DON'T LIE TO ME, NATHAN. YOU CALLED PETER, AND AND ARRANGED FOR HIM TO MEET US HERE--DIDN'T YOU?
WELL, I...
YES, I DID.
IT'S TIME YOU FACED HIM, MAY.
MAYBE I'M ONLY ACTING LIKE A FOOLISH, OLD WOMAN...
...BUT I WON'T KNOW WHAT TO SAY TO HIM.
PETER AND I USED TO BE VERY CLOSE--BUT HE'S CHANGED SO MUCH IN THE PAST FEW YEARS. I DON'T FEEL I KNOW HIM ANYMORE.
WE'VE BECOME STRANGERS, AND I DON'T THINK HE EVEN CARES...
AREN'T YOU BEING A LITTLE UNFAIR, MAY?
THE PETER PARKER I USED TO KNOW WOULDN'T HAVE DROPPED OUT OF COLLEGE. HE WOULDN'T HAVE THROWN HIS FUTURE AWAY.
HE HAD A SENSE OF RESPONSIBILITY!
17


MEANWHILE...
KER-ASH!
SPIDER-MAN IS JUST TOO FAST AND AGILE FOR ME! I'LL NEVER ESCAPE HIM IN THE OPEN CITY!
SO I'LL JUST LURE HIM INDOORS--WHERE THE ADVANTAGE WILL BE MINE!
THIS TOY STORE IS PERFECT!
YOU'LL FIND IT A LOT HARDER TO AVOID MY WRIST-BLASTERS IN HERE, WEB-SWINGER!
REALLY? YOU COULD HAVE FOOLED ME!
VIDEO GAMES DOLLS
BLAMM!
HEY!
THE CIVILIANS ARE YOUR PROBLEM! MINE IS ESCAPE!
G.I. JOE A REAL AMERICA
BE CAREFUL WITH THOSE THINGS, JACK! YOU ALMOST ZAPPED THIS PINT-SIZED PEDESTRIAN!
THAT WAS FUN. CAN WE DO IT AGAIN?
NOT RIGHT NOW, KID.
I SUGGEST YOU FIND YOUR MOTHER--AND TAKE YOUR BUSINESS ELSEWHERE. I'VE GOT A HUNCH THINGS ARE GOING TO START GETTING A LOT HAIRIER AROUND HERE!
JACK WASN'T KIDDING! HE DOESN'T CARE WHO GETS IN HIS WAY!
D'79


I REMEMBER HEARING SOMEWHERE THAT HE USED TO BE A PROFESSIONAL INTERNATIONAL TERRORIST. HE HASN'T MELLOWED WITH AGE!
I'VE GOT TO TAKE HIM OUT BEFORE HE HURTS SOMEBODY--!
THERE! I KNEW I COULD CUT OFF HIS ESCAPE ROUTE BY RICOCHETING OFF THAT WALL! AND NOW--!
WHA--?! WHERE DID YOU COME FROM?!
BWAM!
I'LL GIVE YOU A HINT, JACK--I DIDN'T COME FROM THE CABBAGE PATCH!
BWANGG!
SWELL! JACK'S FLAMING HEAD MUST HAVE SET OFF THE STORE'S AUTOMATIC SPRINKLER SYSTEM! NOW I CAN ADD PNEUMONIA TO MY OTHER PROBLEMS.
UH-OH...


...LOOK WHO'S STILL UP AND ABOUT!
MY SPECIAL HELMET EASILY CUSHIONED THAT LAST BLOW, SPIDER-MAN!
YOU SHOULDN'T HAVE PULLED YOUR PUNCH SO MUCH!
ARE YOU KIDDING?!
I WAS JUST TRYING TO STUN YOU--NOT PULVERIZE YOU!
BESIDES, I HAVE A FEW OTHER TRICKS UP MY SLEEVE!
PWIP
DID YOU KNOW KNOW THAT MY WEBBING COULD STOP A SPEEDING CUTLASS SUPREME IN ITS TRACKS?
YOUR POGO PLATFORM IS STRICTLY NO CONTEST!
FWAM!
SKAK!
PLAYTIME'S OVER, JACK!
IT'S TIME YOU AND I HAD A SERIOUS CHAT!


TALK! WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN?
WHY DID YOU TRY TO HIJACK HIS BATTLE WAGON?
THE ANSWERS TO THOSE QUESTIONS WILL STARTLE YOU, WALL-CRAWLER!
HOWEVER, I CHOOSE NOT TO REVEAL THEM-- NOW!
OH, NO!
BZITT!
BLA-OOM!
EYII!
WHAT A JERK I AM!
MY SPIDER-SENSE WARNED ME THAT JACK WAS UP TO SOMETHING--
--BUT I JUST ASSUMED HE'D TRY TO ATTACK ME AGAIN!
IT NEVER OCCURRED TO ME THAT HE'D AIM FOR THOSE ELECTRICAL CABLES INSTEAD!
GOT TO MOVE FAST! THOSE ARE LIVE WIRES, AND THAT WOMAN IS STANDING IN A PUDDLE OF WATER--!
YOU'RE SO PREDICTABLE, SPIDER-MAN!
I KNEW YOU'D RELEASE ME IF OTHERS WERE ENDANGERED!
FAREWELL FOR NOW, WEB-SPINNER!
I'LL GIVE YOUR REGARDS TO THE HOBGOBLIN!

JACK O'LANTERN, HIMSELF, IS SOON GONE--BUT HIS WORDS CONTINUE TO LINGER IN THE AIR...
WERE THEY MERELY A PARTING TAUNT--
--OR DID THEY SIGNIFY MUCH, MUCH MORE?!
LATER...
JACK O'LANTERN MIGHT HAVE GOTTEN AWAY--BUT THE DAY WASN'T A TOTAL LOSS!
GINO'S
I STILL HAVE A CHANCE OF RECOVERING THE HOBGOBLIN'S BATTLE WAGON--IF NOBODY FINDS THE TRACER I PLANTED ON IT!
BUT I CAN'T WORRY ABOUT THAT NOW!
I RUSHED ALL THE WAY UPTOWN--ON THE OFF-CHANCE THAT AUNT MAY AND NATHAN WERE STILL HERE, BUT NO--
--LUCK?!
SO! YOU FINALLY GOT HERE, DID YOU? WELL, YOU'RE TOO LATE!
YOUR AUNT LEFT OVER AN HOUR AGO--IN TEARS!
I STAYED BEHIND TO GIVE YOU A PIECE OF MY MIND!
NATHAN, I'M SORRY BUT--
BUT WHAT--?! NOTHING COULD JUSTIFY YOUR THOUGHTLESSNESS! YOU DIDN'T EVEN TRY TO CALL!
YOUR AUNT REALLY LOVES YOU, BOY--AND SHE'S WORRIED ABOUT YOUR FUTURE--BUT, AFTER TODAY, SHE'S CONVINCED THAT YOU DON'T CARE A FIG ABOUT HER!
I USED TO THINK YOU REALLY CARED ABOUT YOUR AUNT, PETER. MAYBE I WAS WRONG...
MAYBE I NEVER KNEW THE REAL YOU, AFTER ALL.
THE END... FOR NOW!

MARVEL
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the AMAZING SPIDER-MAN
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APPROVED BY THE COMICS CODE AUTHORITY
EVEN A GHOST...
...CAN FEAR THE NIGHT!
RF
JR

STAN LEE PRESENTS:
"EVEN A GHOST CAN FEAR THE NIGHT!"
STARRING THE AMAZING SPIDER-MAN!
SILENT AS A LIVING SHADOW, HE SWINGS THROUGH THE NIGHT.
THE BALCONY BECKONS IN THE MOONLIGHT, AND HE KNOWS THAT HIS MISSION NEARS COMPLETION.
SOON, HE WILL BE RICH...
...RICH BEYOND ALL DREAMS OF AVARICE!
TOM DeFALCO -- WRITER
RON FRENZ -- PENCILER
JOSEF RUBINSTEIN -- INKER
JOE ROSEN -- LETTERER
GLYNIS WEIN -- COLORIST
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR IN CHIEF

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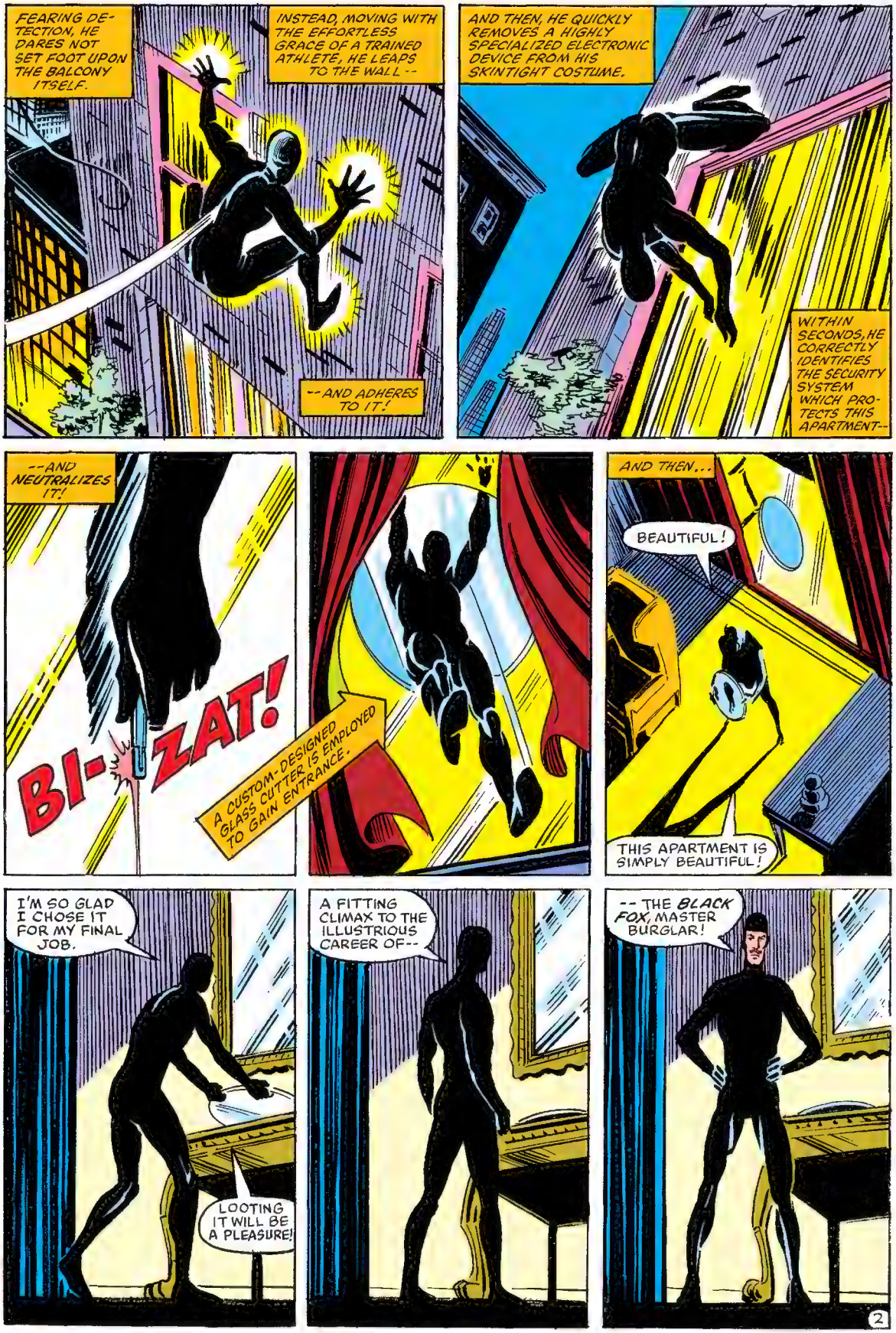
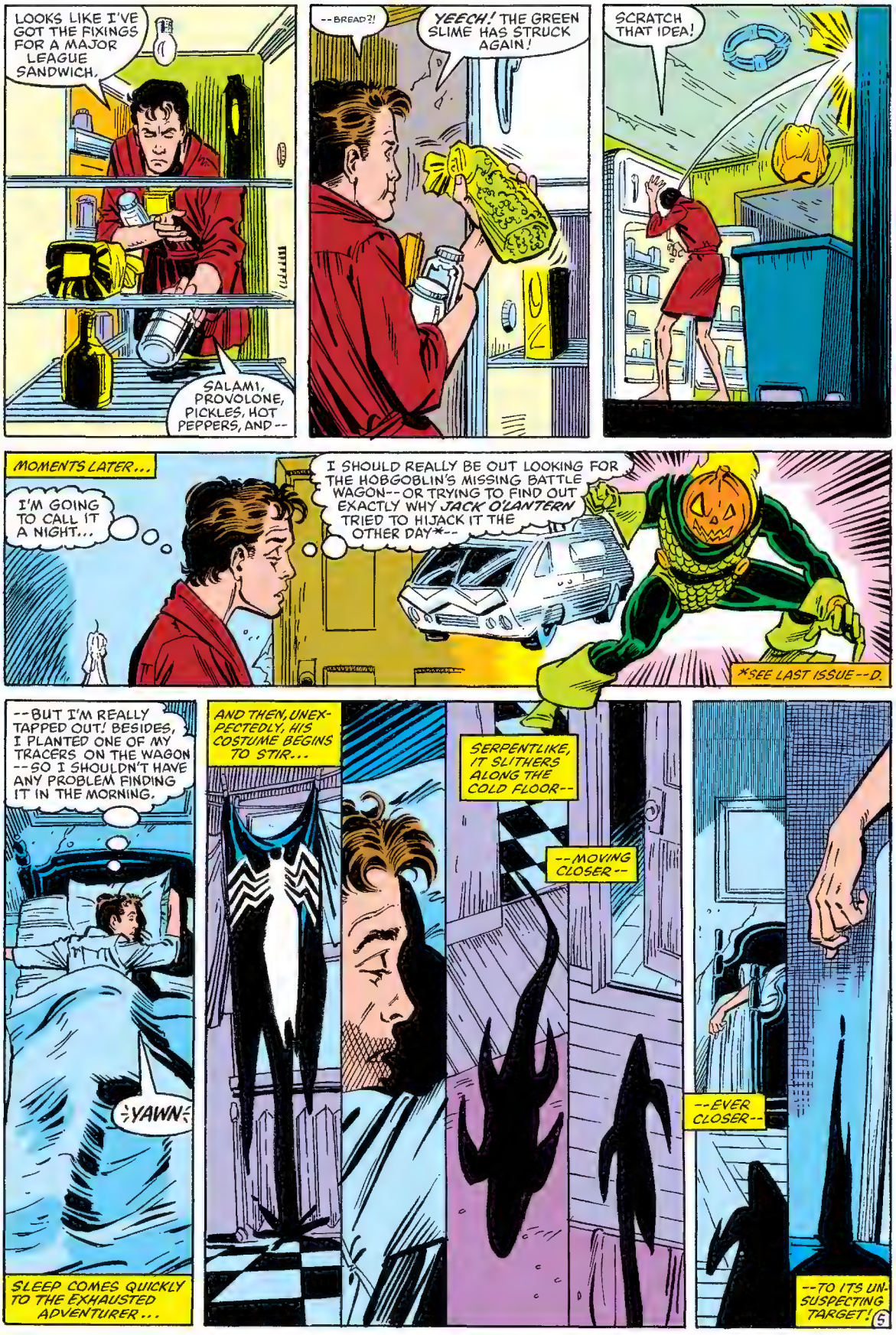
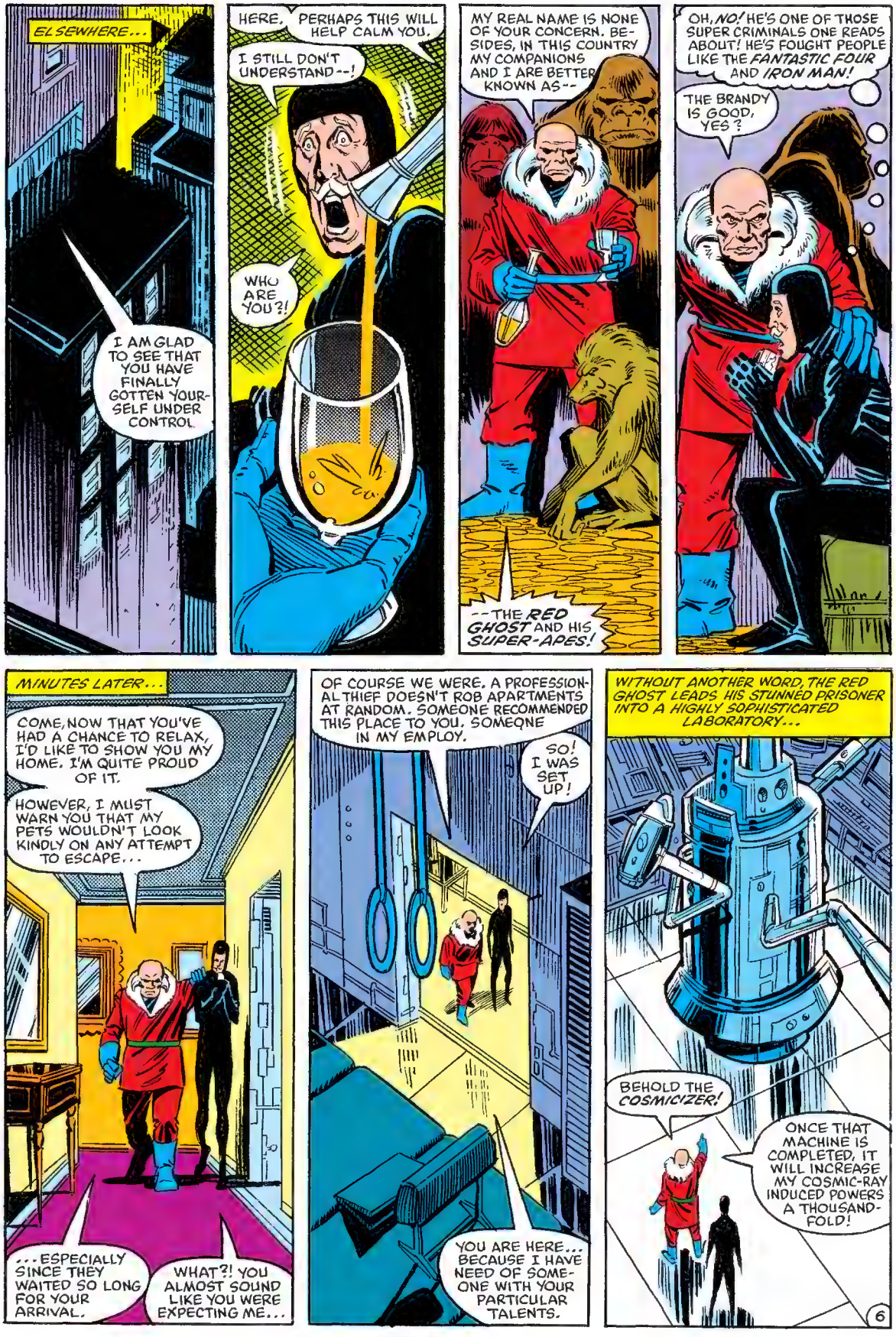
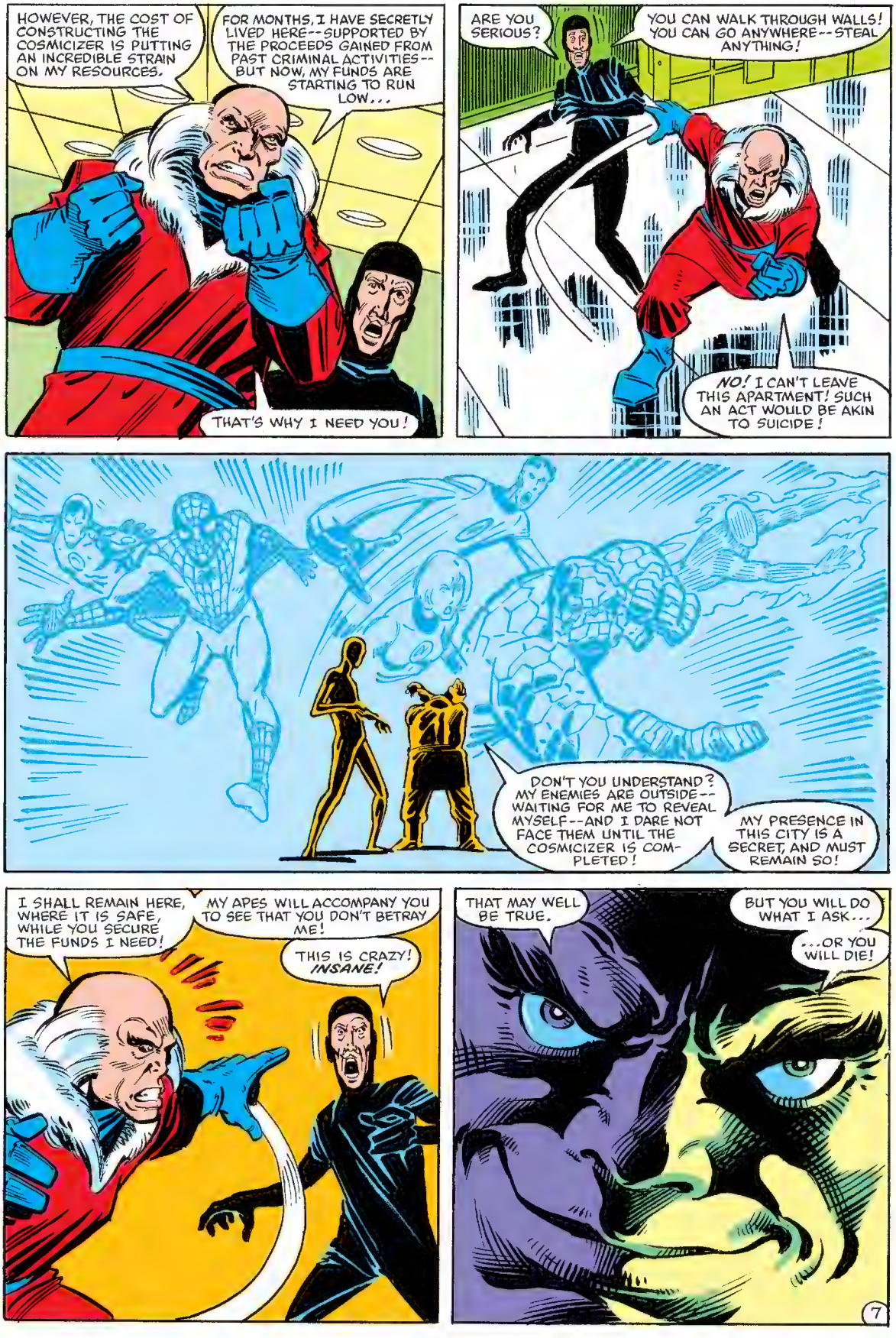

FEARING DETECTION, HE DARES NOT SET FOOT UPON THE BALCONY ITSELF.
INSTEAD, MOVING WITH THE EFFORTLESS GRACE OF A TRAINED ATHLETE, HE LEAPS TO THE WALL --
-- AND ADHERES TO IT!
AND THEN, HE QUICKLY REMOVES A HIGHLY SPECIALIZED ELECTRONIC DEVICE FROM HIS SKINTIGHT COSTUME.
WITHIN SECONDS, HE CORRECTLY IDENTIFIES THE SECURITY SYSTEM WHICH PROTECTS THIS APARTMENT--
-- AND NEUTRALIZES IT!
BI-ZAT!
A CUSTOM-DESIGNED GLASS CUTTER IS EMPLOYED TO GAIN ENTRANCE.
AND THEN...
BEAUTIFUL!
THIS APARTMENT IS SIMPLY BEAUTIFUL!
I'M SO GLAD I CHOSE IT FOR MY FINAL JOB.
LOOTING IT WILL BE A PLEASURE!
A FITTING CLIMAX TO THE ILLUSTRIOUS CAREER OF--
-- THE BLACK FOX, MASTER BURGLAR!

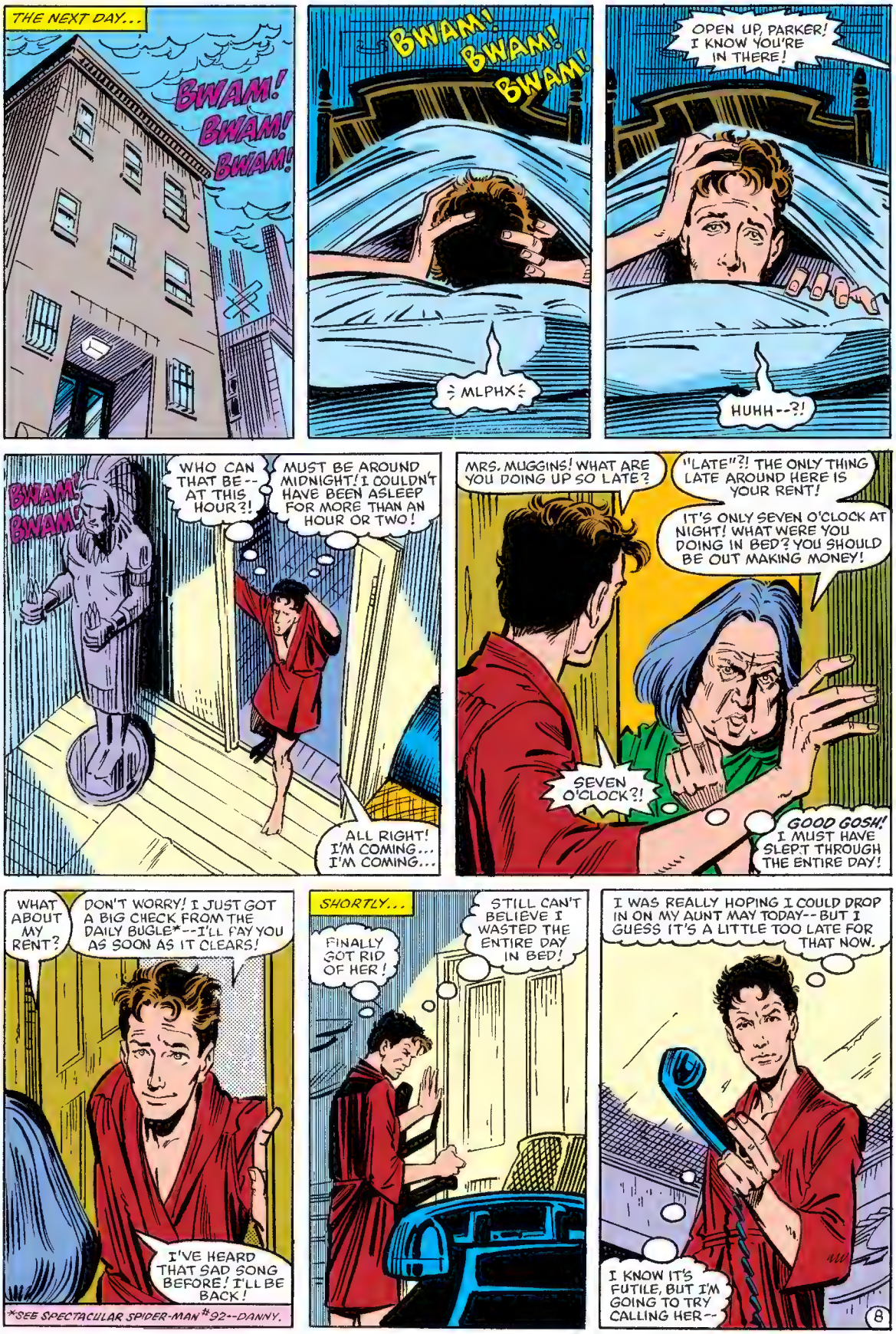
I WON'T BE TOO GREEDY.
I'LL JUST TAKE ENOUGH TO PROPERLY SUBSIDIZE MY RETIREMENT.
A PITY I HAVE SUCH EXTRAVAGANT TASTES.
WHAT AN EXQUISITE VASE! THAT'S WORTH A MONTH ON THE RIVIERA--AT THE VERY LEAST!
I'LL JUST...
YEOW!
IT'S MOVING--AS IF IT WERE ALIVE!
GROWLL
IT...IT'S CHANGED--INTO SOME SORT OF MONSTROUS APE!
I DON'T KNOW WHAT I'VE ACCIDENTALLY STUMBLED ONTO--BUT I'VE HAD ENOUGH!
THIS FLASH GRENADE SHOULD BUY ME SUFFICIENT TIME TO ESCAPE!
OH, NO! A SECOND MONKEY--!
IT'S RAISING ITS ARMS! POINTING AT ME--!
UFFF! I'M BEING PROPELLED BACKWARDS--BY SOME KIND OF INVISIBLE FORCE!
RIGHT INTO THE ARMS OF A...GORILLA?!
3
EXCELLENT, MY PETS! I SEE THAT YOU HAVE FINALLY SUBDUED OUR MOST UNWILLING GUEST!
NO! NO! THIS CAN'T BE HAPPENING!
I MUST BE GOING MAD!
FEAR CLAWS WILDLY AT THE FOX'S THROAT, AND HE BEGINS TO SCREAM!
SCREAM!
SCREAM!

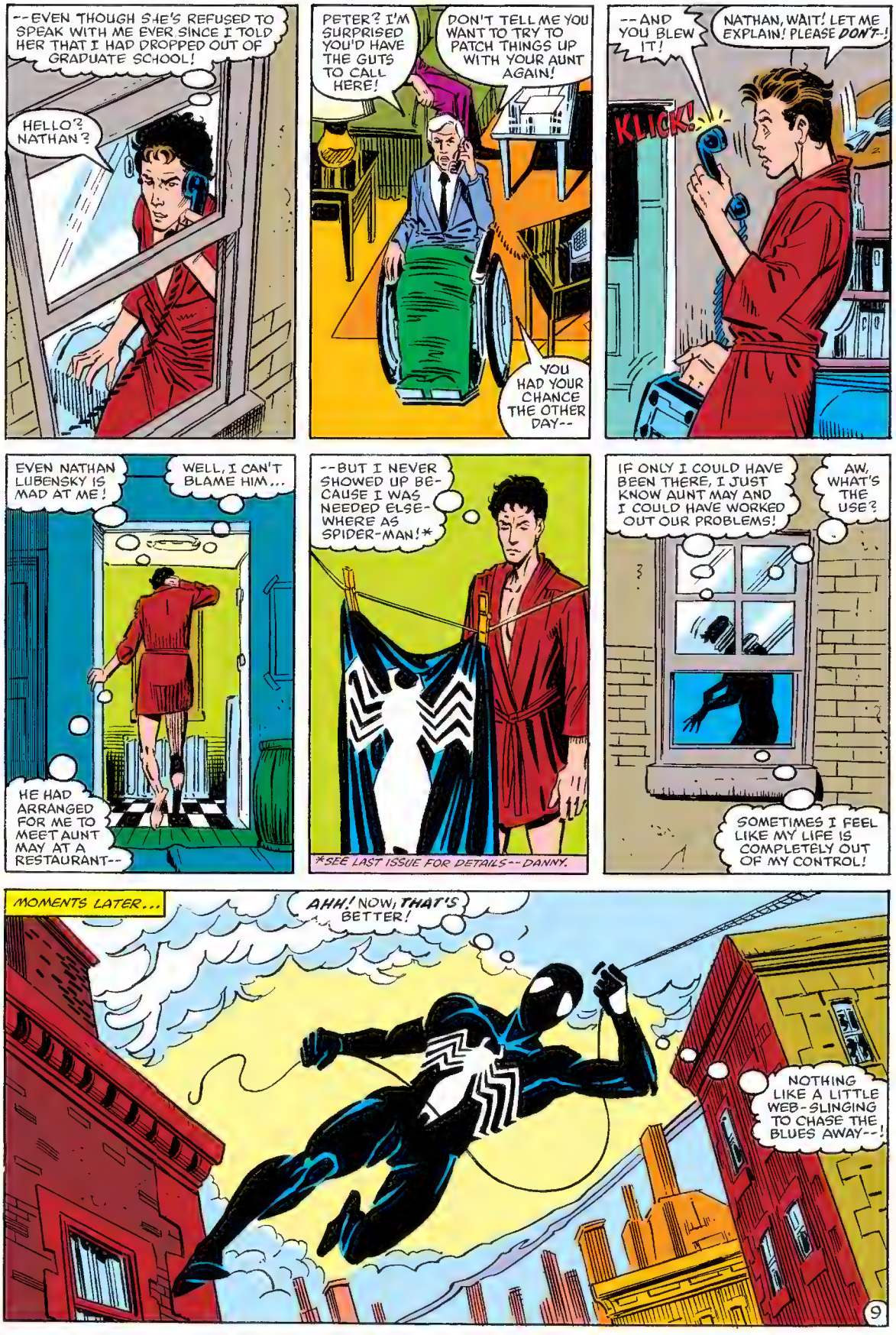
MEANWHILE, ACROSS TOWN, AT 410 CHELSEA STREET...
WHEW! WHAT A WEEK!
I STILL CAN'T BELIEVE I SPENT THE LAST FEW DAYS DIMENSION-HOPPING WITH CAPTAIN MARVEL AND STARFOX!*
THAT'S THE SECOND TIME I'VE BEEN AWAY FROM THE EARTH IN THE PAST MONTH!
*SEE MARVEL TEAM-UP #142-143--DANNY.
THOSE OTHER GUYS MAY LIKE TRAVELING AROUND THE GALAXY--BUT I'M STRICTLY A FRIENDLY NEIGHBORHOOD SUPER HERO.
YAWN! A TIRED ONE AT THAT!
I'D BE IN THE SACK RIGHT NOW--IF I WASN'T RUNNING LOW ON BVDS.
MY NEW COSTUME NEEDED A GOOD CLEANING, TOO.
IT MAY BE COMPOSED OF A SPECIAL ALIEN MATERIAL WHICH CAN REPEL DIRT MOLECULES--
--BUT IT WAS STARTING TO FEEL A LITTLE GAMEY, ANYWAY!
I HAVE SO MUCH TO LEARN ABOUT THIS COSTUME.
IT HAS SOME PRETTY WEIRD PROPERTIES.
BUT I SHOULDN'T BE TOO SURPRISED ABOUT THAT...
...AFTER A-L, I DID PICK IT UP ON A STRANGE PLANET AT THE OTHER END OF THE UNIVERSE!*
HHM! WHAT'S TO EAT--?!
*IN THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES-- DANNY.

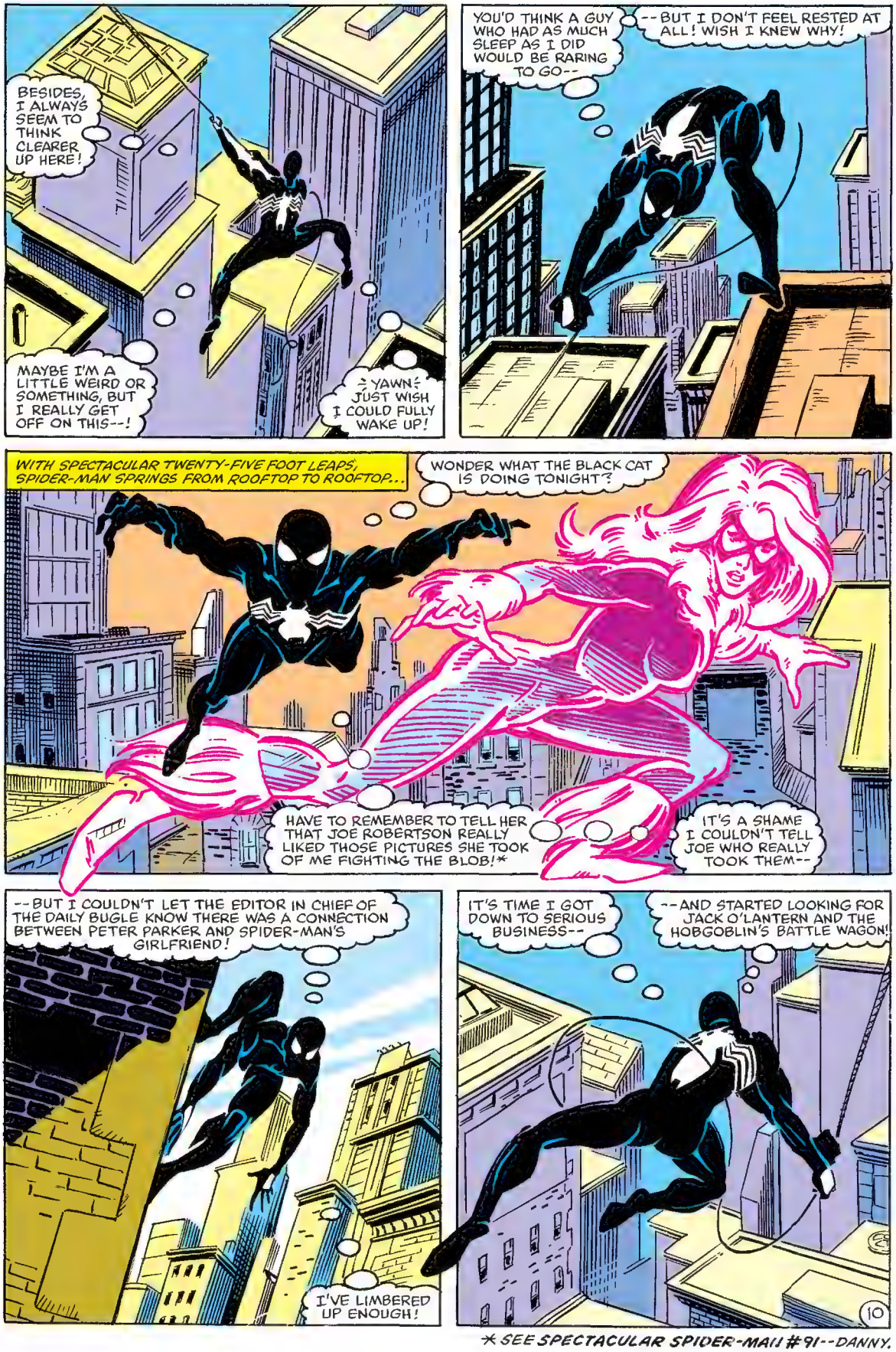

LOOKS LIKE I'VE GOT THE FIXINGS FOR A MAJOR LEAGUE SANDWICH.
SALAMI, PROVOLONE, PICKLES, HOT PEPPERS, AND--
--BREAD?!
YEECH! THE GREEN SLIME HAS STRUCK AGAIN!
SCRATCH THAT IDEA!
MOMENTS LATER...
I'M GOING TO CALL IT A NIGHT...
I SHOULD REALLY BE OUT LOOKING FOR THE HOBGOBLIN'S MISSING BATTLE WAGON--OR TRYING TO FIND OUT EXACTLY WHY JACK O'LANTERN TRIED TO HIJACK IT THE OTHER DAY*--
*SEE LAST ISSUE--D.
--BUT I'M REALLY TAPPED OUT! BESIDES, I PLANTED ONE OF MY TRACERS ON THE WAGON --SO I SHOULDN'T HAVE ANY PROBLEM FINDING IT IN THE MORNING.
YAWN
SLEEP COMES QUICKLY TO THE EXHAUSTED ADVENTURER...
AND THEN, UNEXPECTEDLY, HIS COSTUME BEGINS TO STIR...
SERPENTLIKE, IT SLITHERS ALONG THE COLD FLOOR--
--MOVING CLOSER--
--EVER CLOSER--
--TO ITS UNSUSPECTING TARGET!
5


ELSEWHERE...
I AM GLAD TO SEE THAT YOU HAVE FINALLY GOTTEN YOURSELF UNDER CONTROL
HERE, PERHAPS THIS WILL HELP CALM YOU.
I STILL DON'T UNDERSTAND--!
WHO ARE YOU?!
MY REAL NAME IS NONE OF YOUR CONCERN. BESIDES, IN THIS COUNTRY MY COMPANIONS AND I ARE BETTER KNOWN AS--
--THE RED GHOST AND HIS SUPER-APES!
OH, NO! HE'S ONE OF THOSE SUPER CRIMINALS ONE READS ABOUT! HE'S FOUGHT PEOPLE LIKE THE FANTASTIC FOUR AND IRON MAN!
THE BRANDY IS GOOD, YES?
MINUTES LATER...
COME, NOW THAT YOU'VE HAD A CHANCE TO RELAX, I'D LIKE TO SHOW YOU MY HOME. I'M QUITE PROUD OF IT.
HOWEVER, I MUST WARN YOU THAT MY PETS WOULDN'T LOOK KINDLY ON ANY ATTEMPT TO ESCAPE...
...ESPECIALLY SINCE THEY WAITED SO LONG FOR YOUR ARRIVAL.
WHAT?! YOU ALMOST SOUND LIKE YOU WERE EXPECTING ME...
OF COURSE WE WERE. A PROFESSIONAL THIEF DOESN'T ROB APARTMENTS AT RANDOM. SOMEONE RECOMMENDED THIS PLACE TO YOU, SOMEONE IN MY EMPLOY.
SO! I WAS SET UP!
YOU ARE HERE... BECAUSE I HAVE NEED OF SOMEONE WITH YOUR PARTICULAR TALENTS.
WITHOUT ANOTHER WORD, THE RED GHOST LEADS HIS STUNNED PRISONER INTO A HIGHLY SOPHISTICATED LABORATORY...
BEHOLD THE COSMICIZER!
ONCE THAT MACHINE IS COMPLETED, IT WILL INCREASE MY COSMIC-RAY INDUCED POWERS A THOUSAND-FOLD!


HOWEVER, THE COST OF CONSTRUCTING THE COSMICIZER IS PUTTING AN INCREDIBLE STRAIN ON MY RESOURCES.
FOR MONTHS, I HAVE SECRETLY LIVED HERE--SUPPORTED BY THE PROCEEDS GAINED FROM PAST CRIMINAL ACTIVITIES--BUT NOW, MY FUNDS ARE STARTING TO RUN LOW...
THAT'S WHY I NEED YOU!
ARE YOU SERIOUS?
YOU CAN WALK THROUGH WALLS! YOU CAN GO ANYWHERE--STEAL ANYTHING!
NO! I CAN'T LEAVE THIS APARTMENT! SUCH AN ACT WOULD BE AKIN TO SUICIDE!
DON'T YOU UNDERSTAND? MY ENEMIES ARE OUTSIDE--WAITING FOR ME TO REVEAL MYSELF--AND I DARE NOT FACE THEM UNTIL THE COSMICIZER IS COMPLETED!
MY PRESENCE IN THIS CITY IS A SECRET, AND MUST REMAIN SO!
I SHALL REMAIN HERE, WHERE IT IS SAFE, WHILE YOU SECURE THE FUNDS I NEED!
MY APES WILL ACCOMPANY YOU TO SEE THAT YOU DON'T BETRAY ME!
THIS IS CRAZY! INSANE!
THAT MAY WELL BE TRUE.
BUT YOU WILL DO WHAT I ASK...
...OR YOU WILL DIE!
7

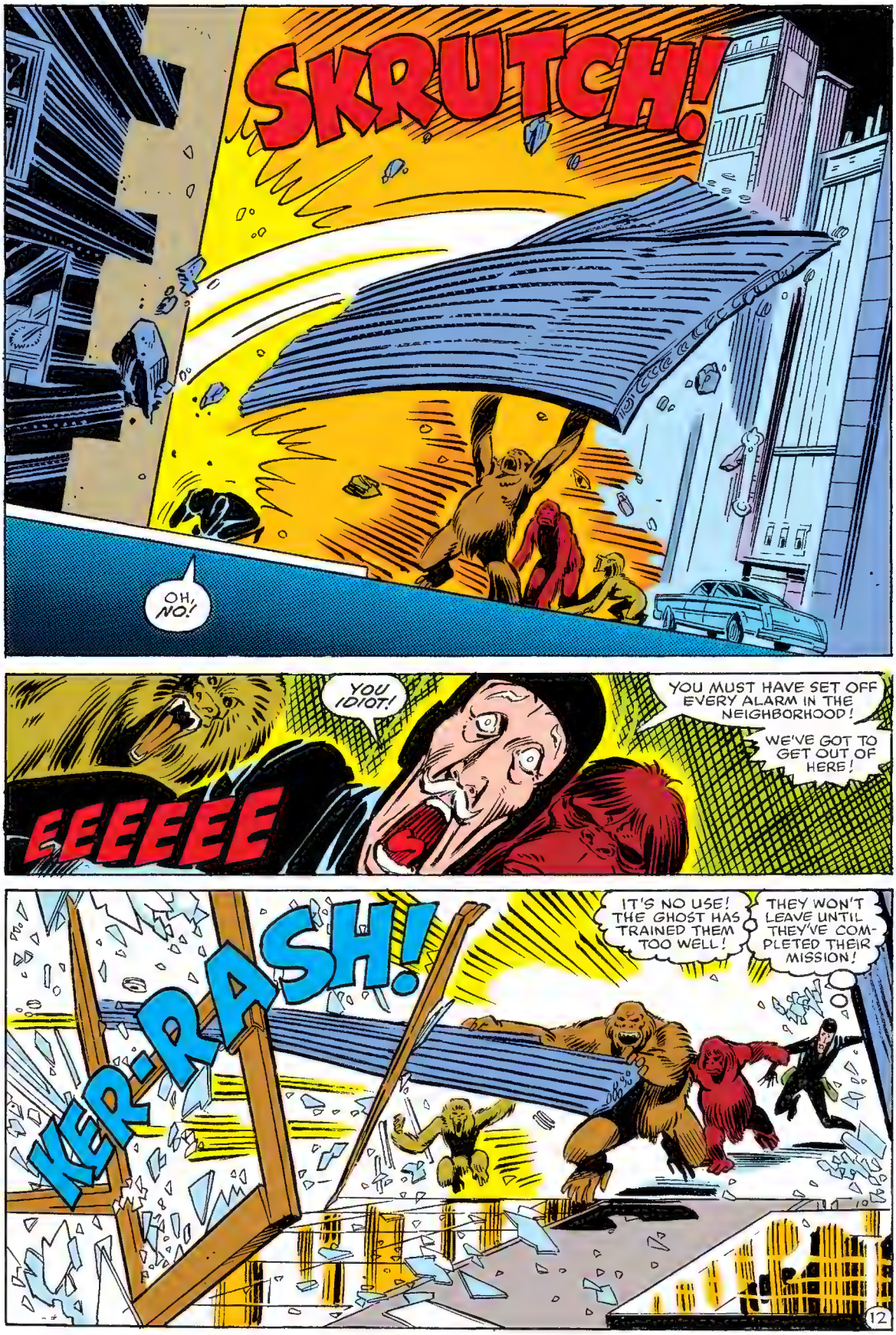

THE NEXT DAY...
BWAM! BWAM! BWAM!
BWAM! BWAM! BWAM!
MLPHX
OPEN UP, PARKER! I KNOW YOU'RE IN THERE!
HUHH--?!
BWAM! BWAM!
WHO CAN THAT BE-- AT THIS HOUR?!
MUST BE AROUND MIDNIGHT! I COULDN'T HAVE BEEN ASLEEP FOR MORE THAN AN HOUR OR TWO!
ALL RIGHT! I'M COMING... I'M COMING...
MRS. MUGGINS! WHAT ARE YOU DOING UP SO LATE?
"LATE"?! THE ONLY THING LATE AROUND HERE IS YOUR RENT!
IT'S ONLY SEVEN O'CLOCK AT NIGHT! WHAT WERE YOU DOING IN BED? YOU SHOULD BE OUT MAKING MONEY!
SEVEN O'CLOCK?!
GOOD GOSH! I MUST HAVE SLEPT THROUGH THE ENTIRE DAY!
WHAT ABOUT MY RENT?
DON'T WORRY! I JUST GOT A BIG CHECK FROM THE DAILY BUGLE*--I'LL PAY YOU AS SOON AS IT CLEARS!
I'VE HEARD THAT SAD SONG BEFORE! I'LL BE BACK!
*SEE SPECTACULAR SPIDER-MAN #92--DANNY.
SHORTLY...
FINALLY GOT RID OF HER!
STILL CAN'T BELIEVE I WASTED THE ENTIRE DAY IN BED!
I WAS REALLY HOPING I COULD DROP IN ON MY AUNT MAY TODAY--BUT I GUESS IT'S A LITTLE TOO LATE FOR THAT NOW.
I KNOW IT'S FUTILE, BUT I'M GOING TO TRY CALLING HER--
8

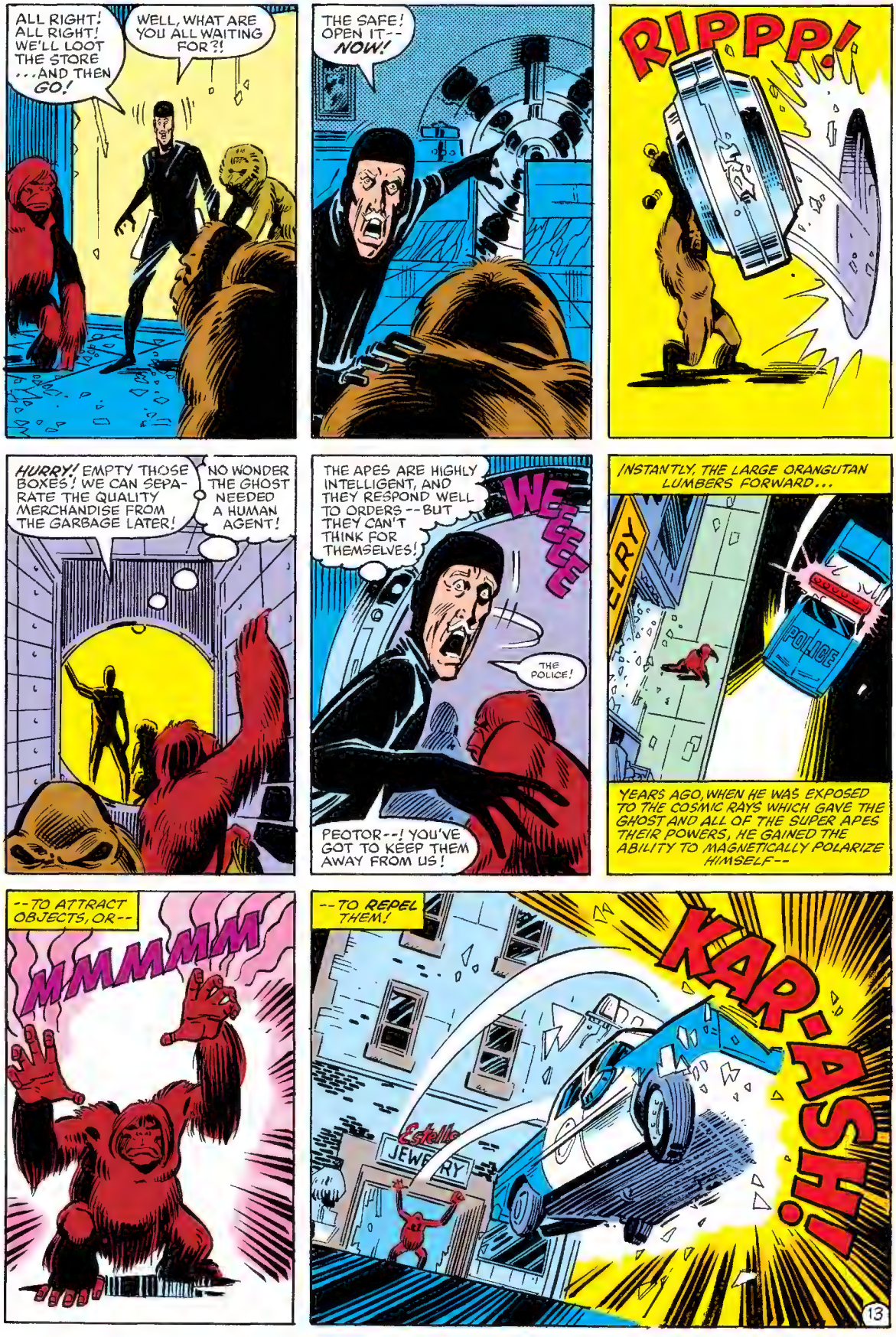

--EVEN THOUGH SHE'S REFUSED TO SPEAK WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!
HELLO? NATHAN?
PETER? I'M SURPRISED YOU'D HAVE THE GUTS TO CALL HERE!
DON'T TELL ME YOU WANT TO TRY TO PATCH THINGS UP WITH YOUR AUNT AGAIN!
YOU HAD YOUR CHANCE THE OTHER DAY--
--AND YOU BLEW IT!
NATHAN, WAIT! LET ME EXPLAIN! PLEASE DON'T--!
KLICK!
EVEN NATHAN LUBENSKY IS MAD AT ME!
WELL, I CAN'T BLAME HIM...
HE HAD ARRANGED FOR ME TO MEET AUNT MAY AT A RESTAURANT--
--BUT I NEVER SHOWED UP BECAUSE I WAS NEEDED ELSEWHERE AS SPIDER-MAN!*
*SEE LAST ISSUE FOR DETAILS--DANNY.
IF ONLY I COULD HAVE BEEN THERE, I JUST KNOW AUNT MAY AND I COULD HAVE WORKED OUT OUR PROBLEMS!
AW, WHAT'S THE USE?
SOMETIMES I FEEL LIKE MY LIFE IS COMPLETELY OUT OF MY CONTROL!
MOMENTS LATER...
AHH! NOW, THAT'S BETTER!
NOTHING LIKE A LITTLE WEB-SLINGING TO CHASE THE BLUES AWAY--!


BESIDES, I ALWAYS SEEM TO THINK CLEARER UP HERE!
MAYBE I'M A LITTLE WEIRD OR SOMETHING, BUT I REALLY GET OFF ON THIS--!
≠YAWN≠ JUST WISH I COULD FULLY WAKE UP!
YOU'D THINK A GUY WHO HAD AS MUCH SLEEP AS I DID WOULD BE RARING TO GO--
--BUT I DON'T FEEL RESTED AT ALL! WISH I KNEW WHY!
WITH SPECTACULAR TWENTY-FIVE FOOT LEAPS, SPIDER-MAN SPRINGS FROM ROOFTOP TO ROOFTOP...
WONDER WHAT THE BLACK CAT IS DOING TONIGHT?
HAVE TO REMEMBER TO TELL HER THAT JOE ROBERTSON REALLY LIKED THOSE PICTURES SHE TOOK OF ME FIGHTING THE BLOB!*
IT'S A SHAME I COULDN'T TELL JOE WHO REALLY TOOK THEM--
--BUT I COULDN'T LET THE EDITOR IN CHIEF OF THE DAILY BUGLE KNOW THERE WAS A CONNECTION BETWEEN PETER PARKER AND SPIDER-MAN'S GIRLFRIEND!
I'VE LIMBERED UP ENOUGH!
IT'S TIME I GOT DOWN TO SERIOUS BUSINESS--
--AND STARTED LOOKING FOR JACK O'LANTERN AND THE HOBGOBLIN'S BATTLE WAGON!
10

*SEE SPECTACULAR SPIDER-MAN #91--DANNY.

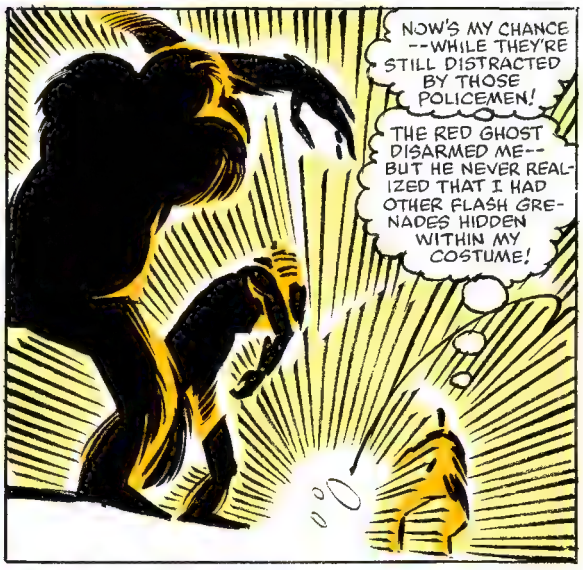
JUST THEN, A MERE FIFTEEN BLOCKS AWAY...
THIS CAN'T BE HAPPENING TO ME!
LAST NIGHT WAS SUPPOSED TO BE MY FINAL JOB! I'D PLANNED TO RETIRE! WHAT WENT WRONG?
MUST REMAIN CALM! CAN'T PANIC! THE APES WILL TEAR ME APART IF THINGS DON'T RUN SMOOTHLY!
STILL DON'T UNDERSTAND WHY THE GHOST NEEDS SOMEONE LIKE ME TO LEAD THEM--
--UNLESS HIS FEAR OF THE OUTDOORS IS GREATER THAN HE LET ON!
SURE! I'LL BET HE'S AGORAPHOBIC! THAT WOULD EXPLAIN WHY HE NEVER LEAVES HIS APARTMENT!
Estelle JEWELRY
THERE'S THE JEWELRY STORE HE ORDERED US TO ROB.
I KNOW THAT ONE OF YOU IS A SHAPE-CHANGER-- BUT WHICH ONE?
GRRRR!
ER... RIGHT.
LISTEN CLOSELY! WE'VE GOT TO GET DOWN TO THE STREET--
"--AND I WANT YOU TO TAKE US!"
WHAT A RIDE! MY STOMACH MAY NEVER RECOVER FROM IT!
STAY BACK! IT'LL JUST TAKE ME A MOMENT TO PICK THESE LOCKS, AND--
HEY!
DON'T--!
11


SKRUTCH!
OH, NO!
EEEEEE
YOU IDIOT!
YOU MUST HAVE SET OFF EVERY ALARM IN THE NEIGHBORHOOD!
WE'VE GOT TO GET OUT OF HERE!
KER-RASH!
IT'S NO USE! THE GHOST HAS TRAINED THEM TOO WELL!
THEY WON'T LEAVE UNTIL THEY'VE COMPLETED THEIR MISSION!


ALL RIGHT! ALL RIGHT! WE'LL LOOT THE STORE ...AND THEN GO!
WELL, WHAT ARE YOU ALL WAITING FOR?!
THE SAFE! OPEN IT-- NOW!
RIPPP!
HURRY! EMPTY THOSE BOXES! WE CAN SEPARATE THE QUALITY MERCHANDISE FROM THE GARBAGE LATER!
NO WONDER THE GHOST NEEDED A HUMAN AGENT!
THE APES ARE HIGHLY INTELLIGENT, AND THEY RESPOND WELL TO ORDERS -- BUT THEY CAN'T THINK FOR THEMSELVES!
WEEEE
THE POLICE!
PEOTOR--! YOU'VE GOT TO KEEP THEM AWAY FROM US!
/NSTANTLY, THE LARGE ORANGUTAN LUMBERS FORWARD...
POLICE
YEARS AGO, WHEN HE WAS EXPOSED TO THE COSMIC RAYS WHICH GAVE THE GHOST AND ALL OF THE SUPER APES THEIR POWERS, HE GAINED THE ABILITY TO MAGNETICALLY POLARIZE HIMSELF--
--TO ATTRACT OBJECTS, OR--
MMMMM
--TO REPEL THEM!
KAR-ASH!
Estelle
JEWE RY
13

NO, PEOTOR! NO! THAT'S ENOUGH--!
DON'T HURT THEM ANYMORE! I WANTED THEM STOPPED -- NOT KILLED!
THOSE POOR MEN ARE SHAKEN-- BUT THEY DON'T APPEAR TO BE SERIOUSLY INJURED!
UNNN
OFFF

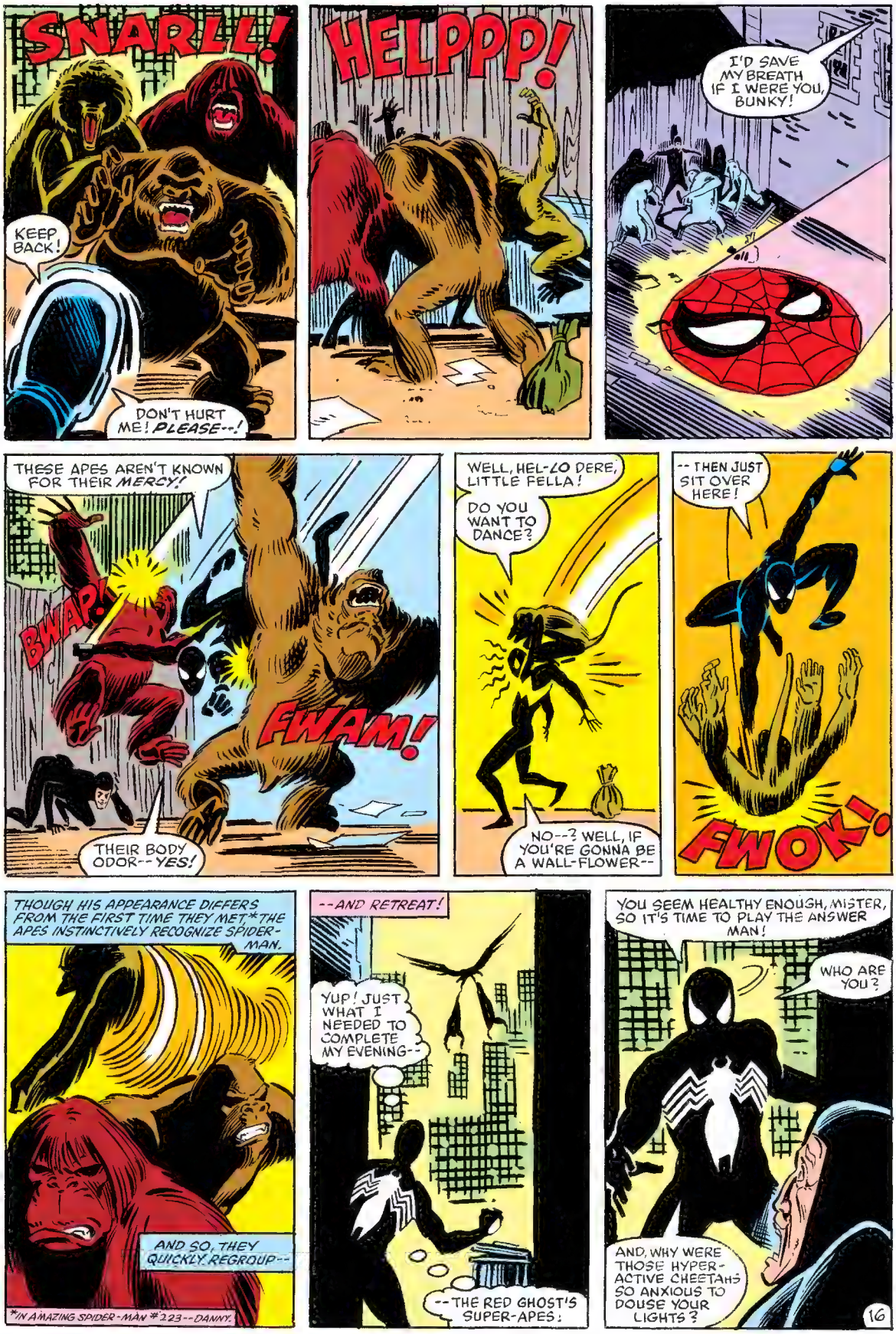
THANK GOODNESS! I DON'T MIND STEALING FOR THE RED GHOST-- BUT I'VE NEVER BEEN A PARTY TO MURDER--AND I DON'T INTEND TO START NOW!
GOT TO GET AWAY FROM THESE MONSTERS!


NOW'S MY CHANCE --WHILE THEY'RE STILL DISTRACTED BY THOSE POLICEMEN!
THE RED GHOST DISARMED ME-- BUT HE NEVER REALIZED THAT I HAD OTHER FLASH GRENADES HIDDEN WITHIN MY COSTUME!

CAUGHT THEM BY SURPRISE!
WITH LUCK, I'LL BE LONG GONE BEFORE THEIR VISION CLEARS!

THEN, THEY'LL BE SO DISORIENTED THAT THEY'LL HAVE TO RETURN TO THE RED GHOST FOR NEW INSTRUCTIONS...
..I HOPE!

MEANWHILE, NOT FAR AWAY...
HA-CHA!
MY TRUSTY OLD SPIDER-SENSE HAS FINALLY ZEROED IN ON THAT TRACER I PLANTED ON THE HOBGOBLIN'S BATTLE WAGON!
BUT THEN, EVEN BEFORE SPIDER-MAN CAN BEGIN HIS PURSUIT...
WEEEE
WELL, WELL ...WHAT HAVE WE HERE--?
SPEEDING POLICE CARS-- AND THEY LOOK LIKE THEY'RE ON TO SOMETHING BIG!
I'D BETTER FOLLOW--
--AND HOPE I CAN PICK UP THE HOBGOBLIN'S VAN LATER!
BESIDES, THIS MIGHT BE A GOOD CHANCE TO SHOOT SOME MORE ACTION PIX FOR JOE ROBERTSON!
AND, AT THAT VERY MOMENT...
M-MY CHEST FEELS LIKE IT'S BURSTING... BUT I CAN'T SLOW DOWN...CAN'T STOP!
H-HAVE TO PUT EVEN MORE DISTANCE BETWEEN ME AND THOSE CRAZY ANIMALS!
TH-THEY'LL KILL ME IF THEY GET THE CHANCE!
I'VE BEEN A PROFESSIONAL CRIMINAL MOST OF MY LIFE...BUT I'VE NEVER KNOWN SUCH FEAR... SUCH ABSOLUTE TERROR!
I DON'T KNOW IF I'LL EVER FEEL SAFE AGAIN!
GRRR!
OH, NO--!


SNARLL!
KEEP BACK!
DON'T HURT ME! PLEASE--!
HELPPP!
I'D SAVE MY BREATH IF I WERE YOU, BUNKY!
THESE APES AREN'T KNOWN FOR THEIR MERCY!
BWAP!
FWAM!
THEIR BODY ODOR--YES!
WELL, HEL-LO DERE, LITTLE FELLA!
DO YOU WANT TO DANCE?
NO--? WELL, IF YOU'RE GONNA BE A WALL-FLOWER--
-- THEN JUST SIT OVER HERE!
FWOK!
THOUGH HIS APPEARANCE DIFFERS FROM THE FIRST TIME THEY MET,* THE APES INSTINCTIVELY RECOGNIZE SPIDER-MAN.
AND SO, THEY QUICKLY REGROUP--
*IN AMAZING SPIDER-MAN #223--DANNY.
--AND RETREAT!
YUP! JUST WHAT I NEEDED TO COMPLETE MY EVENING--
--THE RED GHOST'S SUPER-APES!
YOU SEEM HEALTHY ENOUGH, MISTER, SO IT'S TIME TO PLAY THE ANSWER MAN!
WHO ARE YOU?
AND, WHY WERE THOSE HYPER-ACTIVE CHEETAHS SO ANXIOUS TO DOUSE YOUR LIGHTS?
16

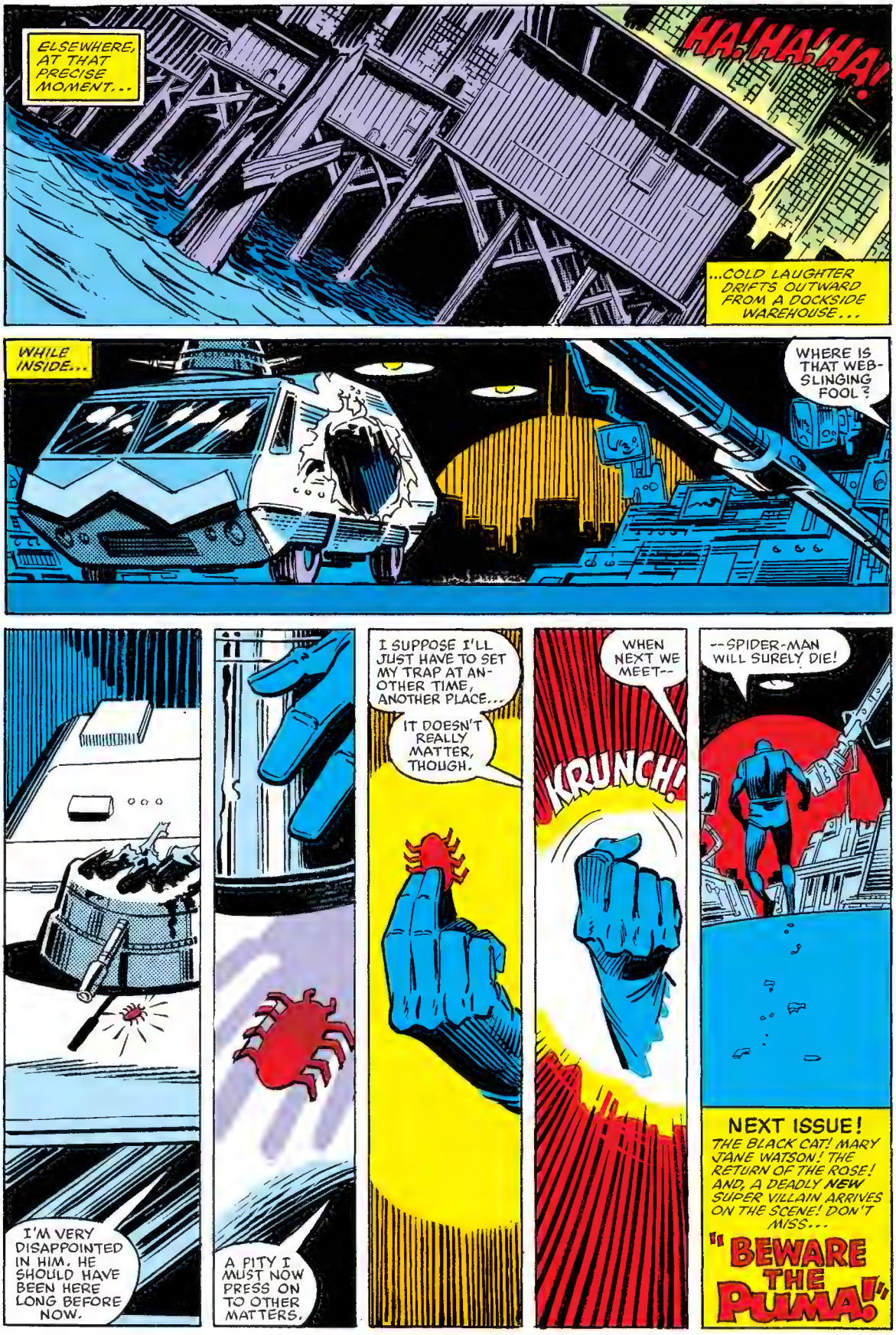
I'M AFRAID I CAN'T REVEAL THAT INFORMATION--
--WITHOUT INCRIMINATING MYSELF! TA-TA, MY GOOD FELLOW!
HEY--!
I WASN'T FINISHED WITH YOU!
BOUNDING FORWARD, SPIDER-MAN LEAPS PAST THE FLEEING BURGLAR, ATTACHING HIMSELF TO A NEARBY LEDGE...
WHAT THE--?!
GIVE IT UP, FELLA!
THERE'S NO ESCAPE FROM ME!
NOW, WILL YOU TALK--
--OR WON'T YOU?
THE BLACK FOX CHOOSES TO TALK.
AND, MINUTES LATER...
THAT'S ALL I KNOW! EVERYTHING! I...
...SWEAR?!
HE'S... GONE!
WAIT! THERE--! SPARKLING IN THE MOONLIGHT!
THE JEWELS! THOSE STUPID APES MUST HAVE LEFT THEM BEHIND!
NOW I CAN RETIRE IN STYLE!
BUT, FIRST... THERE'S SOME UNFINISHED BUSINESS TO TAKE CARE OF...

MEANWHILE...
FLAP! FLAP! FLAP!
MY PETS--!
WHERE IS THE MAN I SENT WITH YOU?
WHAT HAPPENED TO HIM?
YOU WERE UNDER STRICT ORDERS TO RETURN WITH HIM--OR HIS BODY!
WHERE IS HE?!
YOU FAILED ME, DIDN'T YOU? DIDN'T YOU--?!
DON'T BLAME THEM, GHOSTY! THEY WERE SIMPLY OUT-CLASSED BY THAT LITTLE OLD WEB-SPINNER... ME!
I WEBBED MY AUTOMATIC CAMERA OUTSIDE! I JUST HOPE IT'S PROPERLY POSITIONED TO RECORD ALL OF THIS ACTION!
HOW DARE YOU INVADE MY HOUSE--MY SANCTUARY?!
JUST CALL ME MR. PUSHY!

KILL HIM!
SHEESH! IS THAT ANY WAY TO TREAT COMPANY?
TSK! TSK! MUSTN'T GET OVER-EAGER, HAIRY!
SEE WHAT HAPPENS WHEN YOU DON'T LISTEN TO ME!
YOU'VE ONLY GOT YOURSELF TO BLAME FOR THAT BAD HEADACHE YOU'RE GONNA HAVE IN THE MORNING!
PWIP!
KA-RASH!
WHOOPS! I FORGOT ABOUT MAGNET MONKEY!
HERE! YOUR PAL IS MUCH MORE ATTRACTIVE THAN I AM, ANYWAY!
BWAK!
ENOUGH! YOU MUST BE DESTROYED!
I WON'T LET YOU REVEAL MY PRESENCE TO THE AUTHORITIES!
AND HOW ARE YOU GONNA STOP ME, LAUGHING-BOY?
I HAVE MY WAYS!
Y'KNOW SOMETHING, GHOSTY? I REALLY HATE IT WHEN YOU PULL THIS STUNT ON ME!
IT IS NO MERE STUNT! FOR BY SO DOING--
--I HAVE DISTRACTED YOU LONG ENOUGH FOR IGOR TO MAKE HIS MOVE--
--AND STRANGLE THE LIFE FROM YOU!

BUT THEN, REFUSING TO ACCEPT DEFEAT, SPIDER-MAN STRAINS AGAINST THE SLITHERING MONSTER WITH ALL THE POWER OF HIS SUPERBLY MUSCLED BODY, UNTIL--
ARRGH!
THIS SIDESHOW STOOGE MAY IMPRESS THE RUBES--
--BUT HE'S NO MATCH FOR A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER!
NOW THAT THAT'S SETTLED, I'D LIKE A TOUR OF THE PLACE!
WHERE'S THE LITTLE SPIDER'S ROOM?
STOP HIM!
WISH I WAS HALF AS CONFIDENT AS I SOUND--
--THESE GUYS ARE TOUGH!
WHEN IT COMES TO RAW POWER, THEY'RE IN A LEAGUE WITH THE FANTASTIC FOUR!
AH! FROM THE FOX'S DESCRIPTION, THAT'S WHAT I'VE BEEN LOOKING FOR--THE COSMICIZER!
I'VE GOTTA DESTROY IT BEFORE THE GHOST CAN USE IT TO INCREASE HIS POWERS!
UH-OH! HERE COMES THE GORILLA AGAIN!
HE'S SUPPOSED TO BE THE STRONG ONE OF THE GROUP!
MAYBE I CAN USE THAT TO MY ADVANTAGE!
GRRR!
"GRRR"?! YOU'LL NEED BETTER ONE-LINERS THAN THAT--
--TO BE INVITED TO THE SPIDER-MAN CELEBRITY ROAST!
BWAM!
KA-VWOOM!
GOOD SHOT, BONZO!
I THOUGHT I COULD TRICK YOU INTO DEMOLISHING YOUR BOSS'S BABY!
NOOO!
MONTHS OF LABOR--GONE IN AN INSTANT!

SUDDENLY, A LOUD HAMMERING ERUPTS AT THE APARTMENT'S FRONT DOOR, AND THEN--
OPEN UP! THIS IS THE POLICE!
LOOK--! THE PHONE TIP WAS RIGHT! IT'S HIM-- THE RED GHOST!
SO! IT APPEARS THAT THE FOX HAS DARED TO BETRAY ME YET AGAIN!
PEOTOR--!
MMMMMMM
THE MASSIVE ORANGUTAN IMMEDIATELY RESPONDS TO HIS MASTER'S UNSPOKEN COMMAND--
--IN A MOST SPEC-TACULAR FASHION!
YEOW!
WH-WHAT'S HAPPENING TO US?
GO, MY FRIENDS! THE AUTHORITIES MUSTN'T CAPTURE YOU!
ATTEND TO THE WALL, MIKLHO! WE WILL RENDEZ-VOUS LATER!
FWAM!
THIS IS IS ALL YOUR FAULT, SPIDER-MAN!
I HOLD YOU RESPONSIBLE!
YOU HAVE DESTROYED THE COSMI-CIZER AND DRIVEN ME FROM MY HOME!
YOU HAVE DENIED ME THE PEACE AND SECURITY THAT I SO DESPERATELY SEEK!
YOU SHALL PAY!
THE RED GHOST NEVER FORGETS HIS ENEMIES! NEVER!
WHY ME?
I STARTED THIS NIGHT LOOK-ING FOR A STOLEN BATTLE VAN--AND LOOK WHAT HAPPENS! SHEESH!
WHAT ELSE COULD GO WRONG?
21


ELSEWHERE, AT THAT PRECISE MOMENT...
HA! HA! HA!
...COLD LAUGHTER DRIFTS OUTWARD FROM A DOCKSIDE WAREHOUSE...
WHILE INSIDE...
WHERE IS THAT WEB-SLINGING FOOL?
I'M VERY DISAPPOINTED IN HIM. HE SHOULD HAVE BEEN HERE LONG BEFORE NOW.
A PITY I MUST NOW PRESS ON TO OTHER MATTERS.
I SUPPOSE I'LL JUST HAVE TO SET MY TRAP AT ANOTHER TIME, ANOTHER PLACE...
IT DOESN'T REALLY MATTER, THOUGH.
WHEN NEXT WE MEET--
KRUNCH!
--SPIDER-MAN WILL SURELY DIE!
NEXT ISSUE!
THE BLACK CAT! MARY JANE WATSON! THE RETURN OF THE ROSE! AND, A DEADLY NEW SUPER VILLAIN ARRIVES ON THE SCENE! DON'T MISS...
"BEWARE THE PUMA!"

MARVEL
the AMAZING SPIDER-MAN
INJURED...
HELPLESS...
...AND STALKED BY PUMA!
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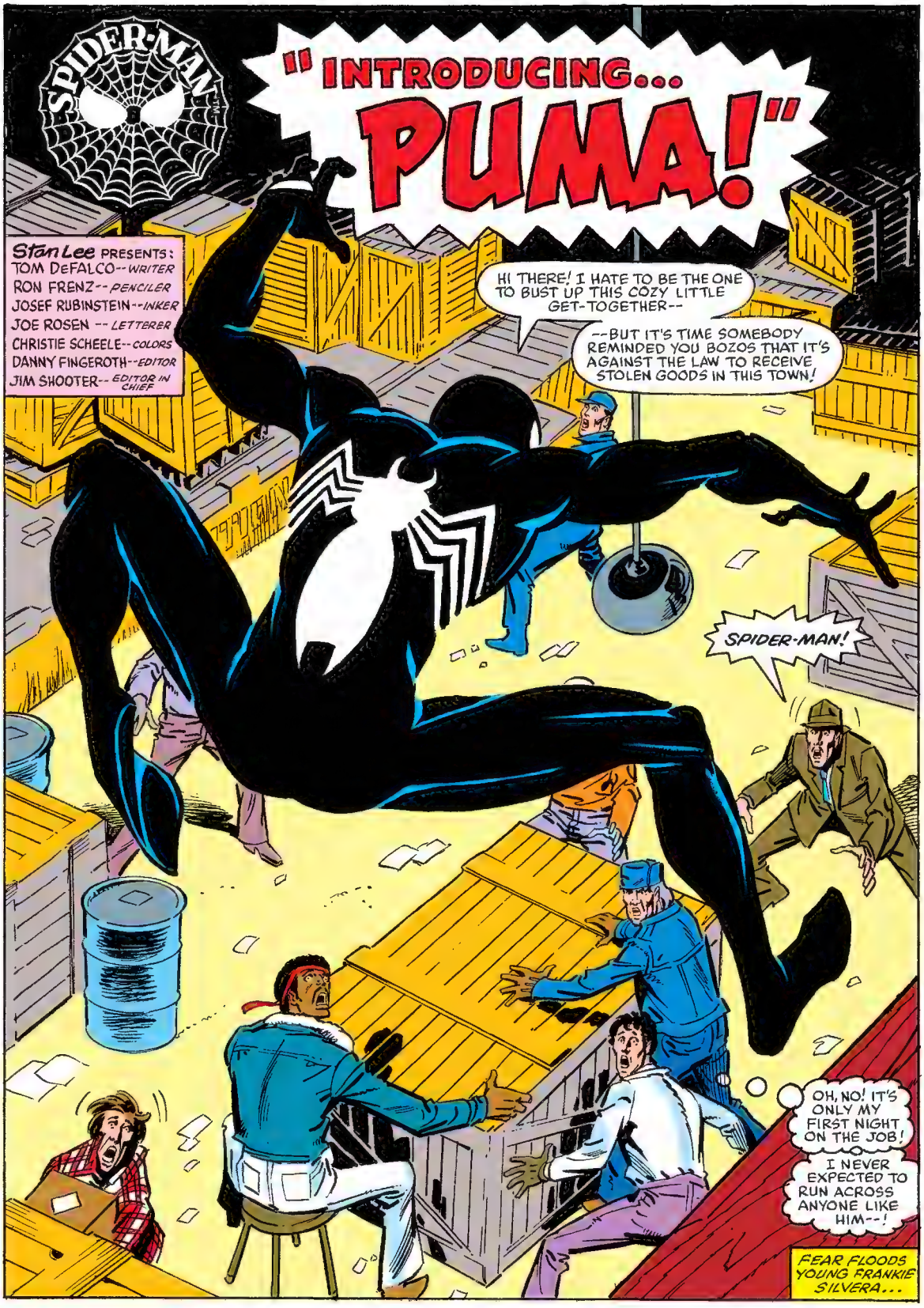
SPIDER-MAN
"INTRODUCING... PUMA!"
Stan Lee PRESENTS:
TOM DeFALCO--WRITER
RON FRENZ--PENCILER
JOSEF RUBINSTEIN--INKER
JOE ROSEN--LETTERER
CHRISTIE SCHEELE--COLORS
DANNY FINGEROTH--EDITOR
JIM SHOOTER--EDITOR IN CHIEF
HI THERE! I HATE TO BE THE ONE TO BUST UP THIS COZY LITTLE GET-TOGETHER--
--BUT IT'S TIME SOMEBODY REMINDED YOU BOZOS THAT IT'S AGAINST THE LAW TO RECEIVE STOLEN GOODS IN THIS TOWN!
SPIDER-MAN!
OH, NO! IT'S ONLY MY FIRST NIGHT ON THE JOB!
I NEVER EXPECTED TO RUN ACROSS ANYONE LIKE HIM--!
FEAR FLOODS YOUNG FRANKIE SILVERA...

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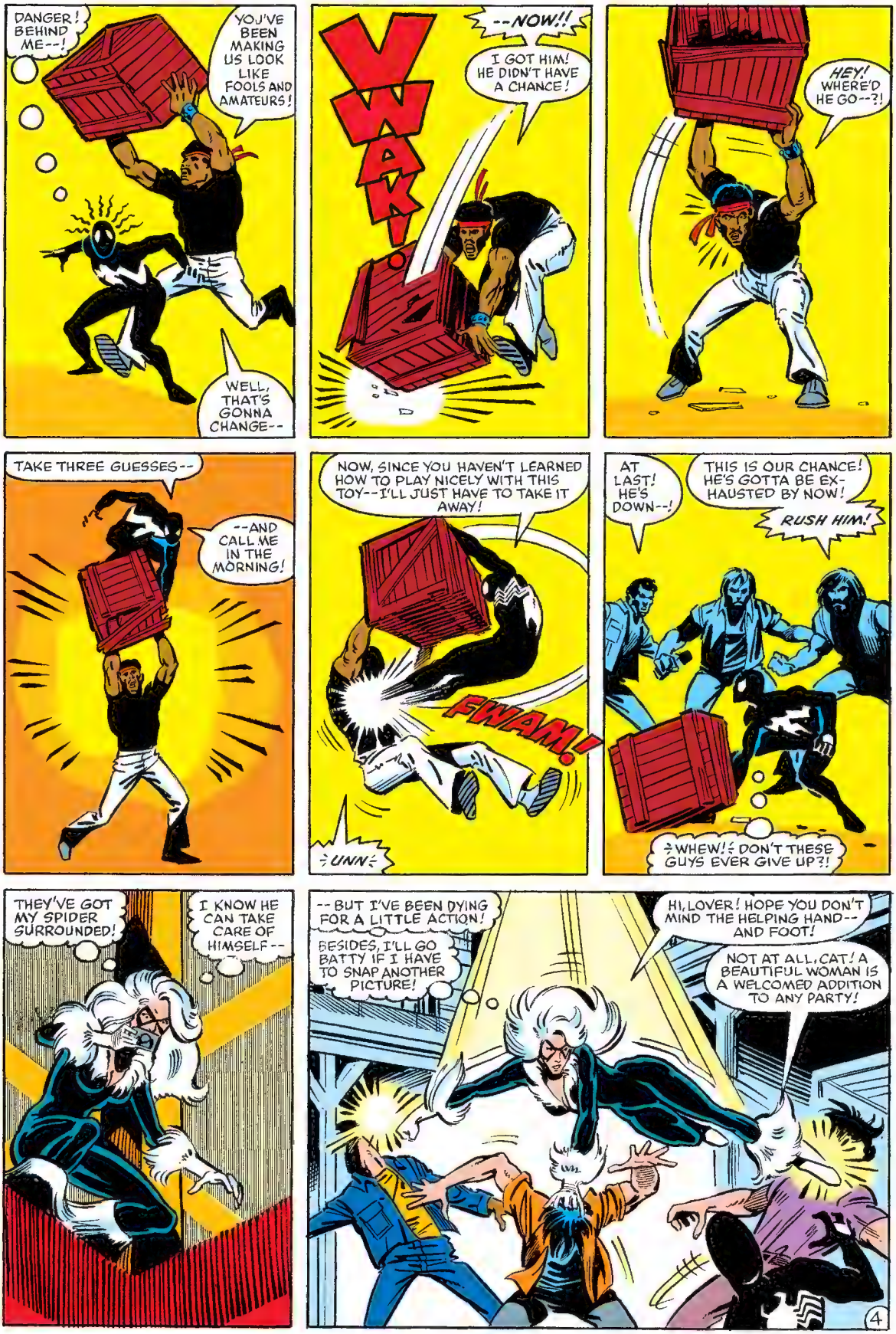
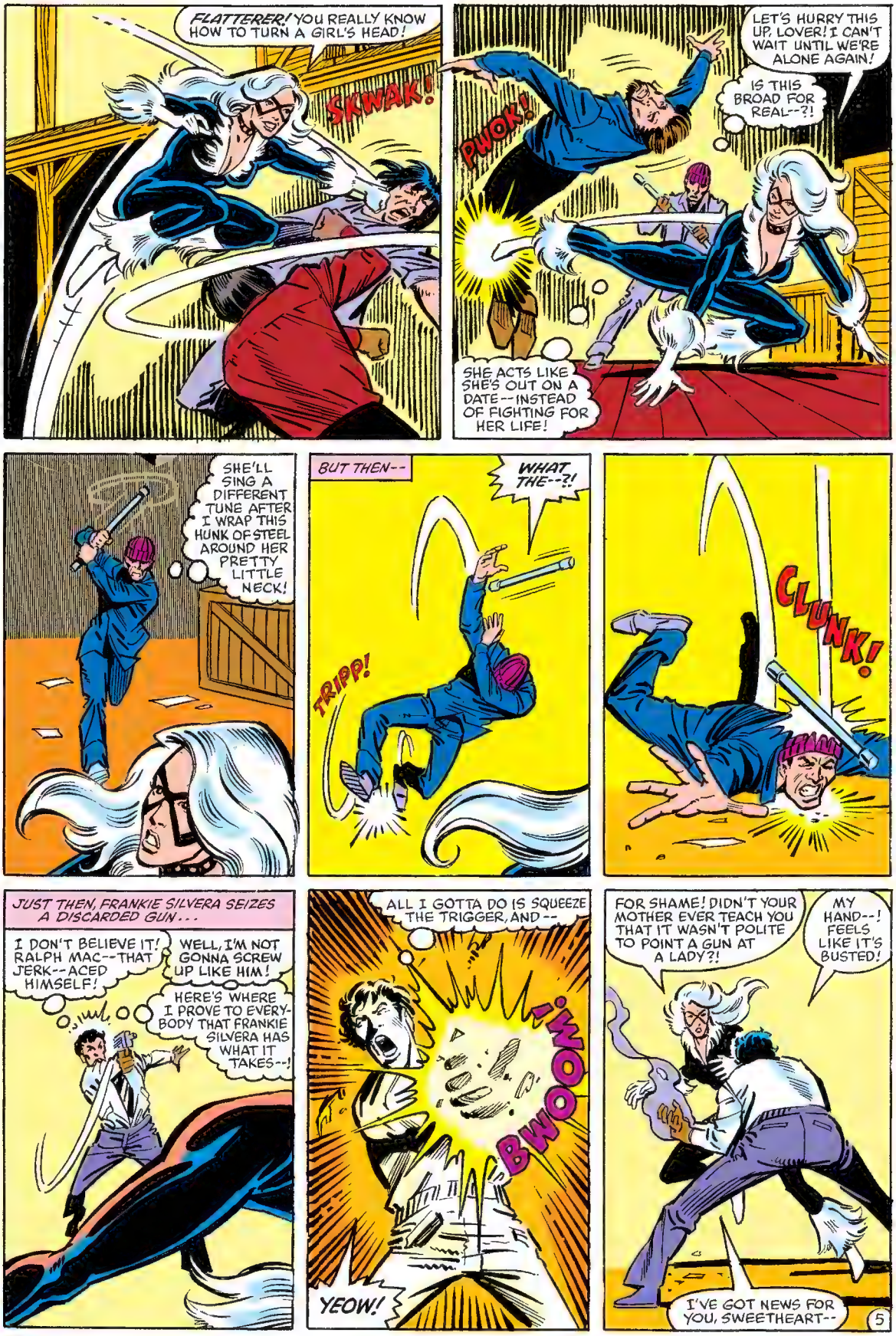
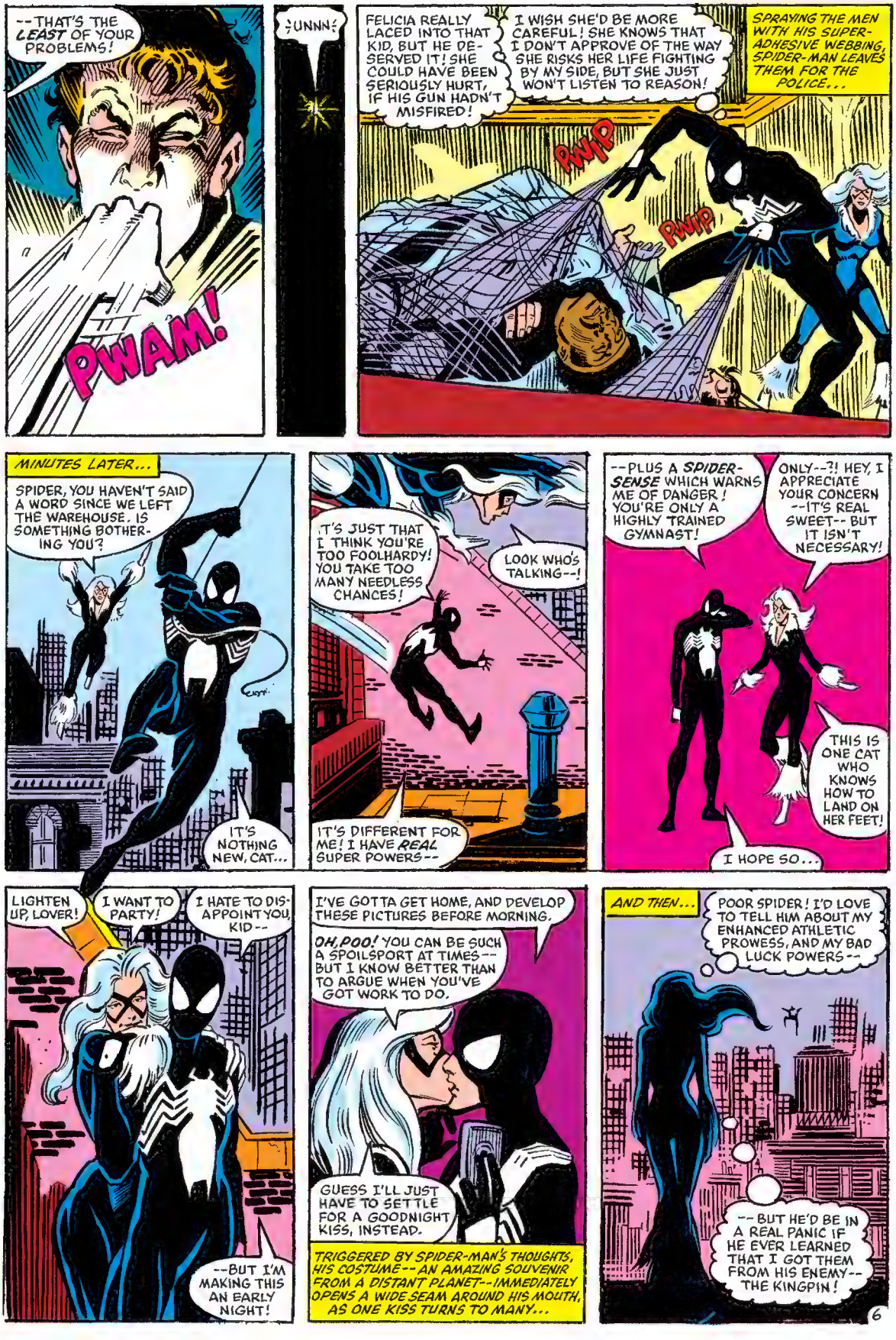
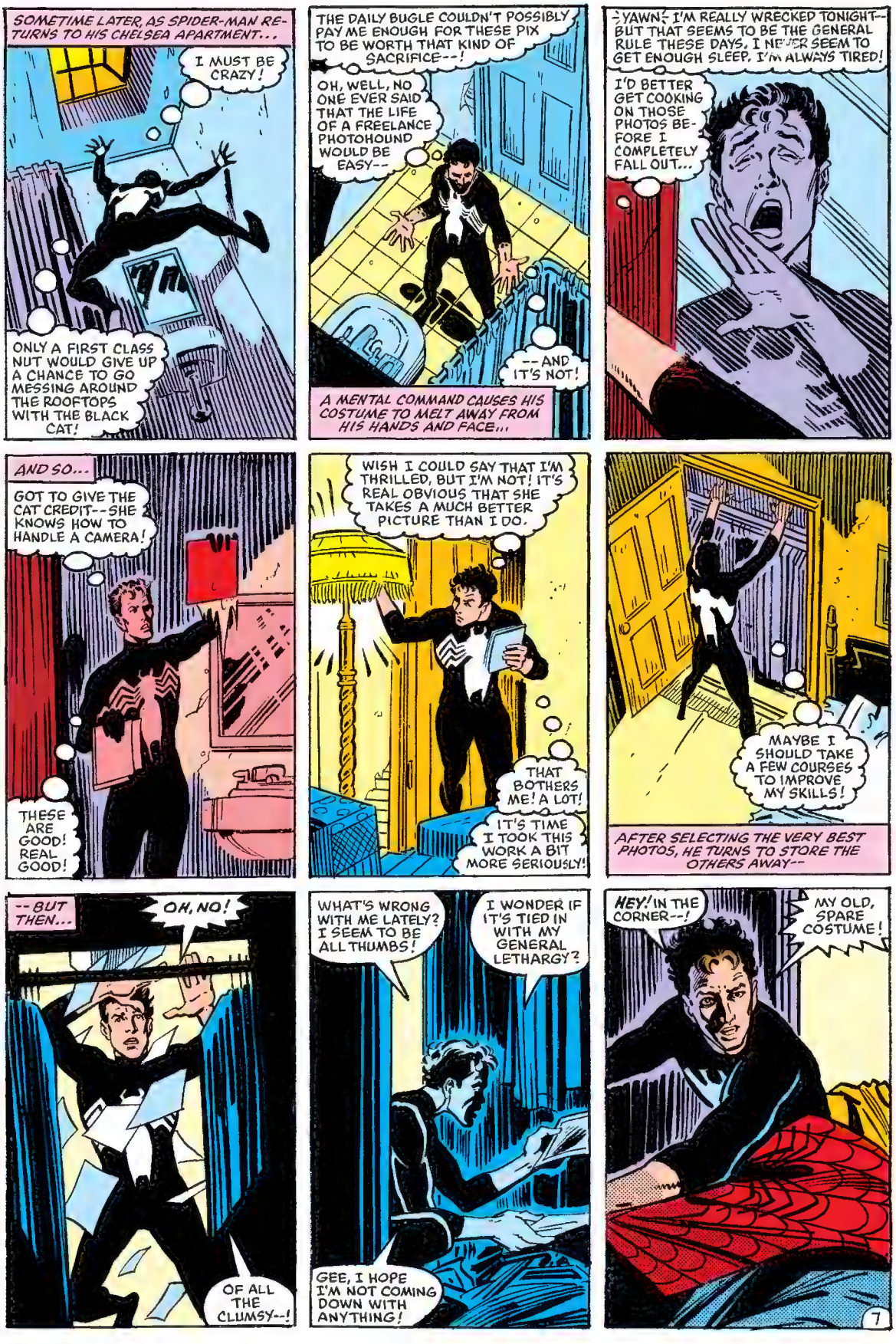
FRANKIE'S AMBITION HAS ALWAYS BEEN TO BECOME A MAN OF RESPECT! A MAN OF PROPERTY!
FWAM!
KWAK!
HE SAW CRIME AS AN EASY WAY TO ATTAIN THOSE GOALS...
...UNTIL NOW!
HE'S SO FAST! SO AGILE--! NOBODY CAN MOVE LIKE THAT!
KEEP BACK! I'M WARNING YOU--!
BLAMM!
HEY! YOU'RE NOT A BAD SHOT--
--BUT, YOU'LL HAVE TO GET A LOT BETTER IF YOU EXPECT TO PLAY IN THE BIG LEAGUES!
PWAP!
ALL RIGHT, WHO WANTS TO BE NEXT ON THE HIT PARADE?
UH-OH! THEY'RE CLOSING IN ON ME!
GOTTA CATAPULT MYSELF FORWARD--!
GEE, THAT BOX LOOKS AWFUL HEAVY!
MAYBE YOU AND YOUR BUDDY SHOULD RELAX FOR AN HOUR OR SO!
MEANWHILE, I'LL KEEP THESE GUYS COMPANY!
SWAK!
SWOK!
SWUNK!
YOU BOYS HAD A SWEET OPERATION HERE! YOU'D BUY STOLEN GOODS FROM THE LOCAL THIEVES--
--AND SHIP THEM TO THIS CENTRAL WAREHOUSE!
REAL PRO-FESSIONAL! WHAT DID YOU CALL YOURSELVES --FENCES 'R'US?!
2

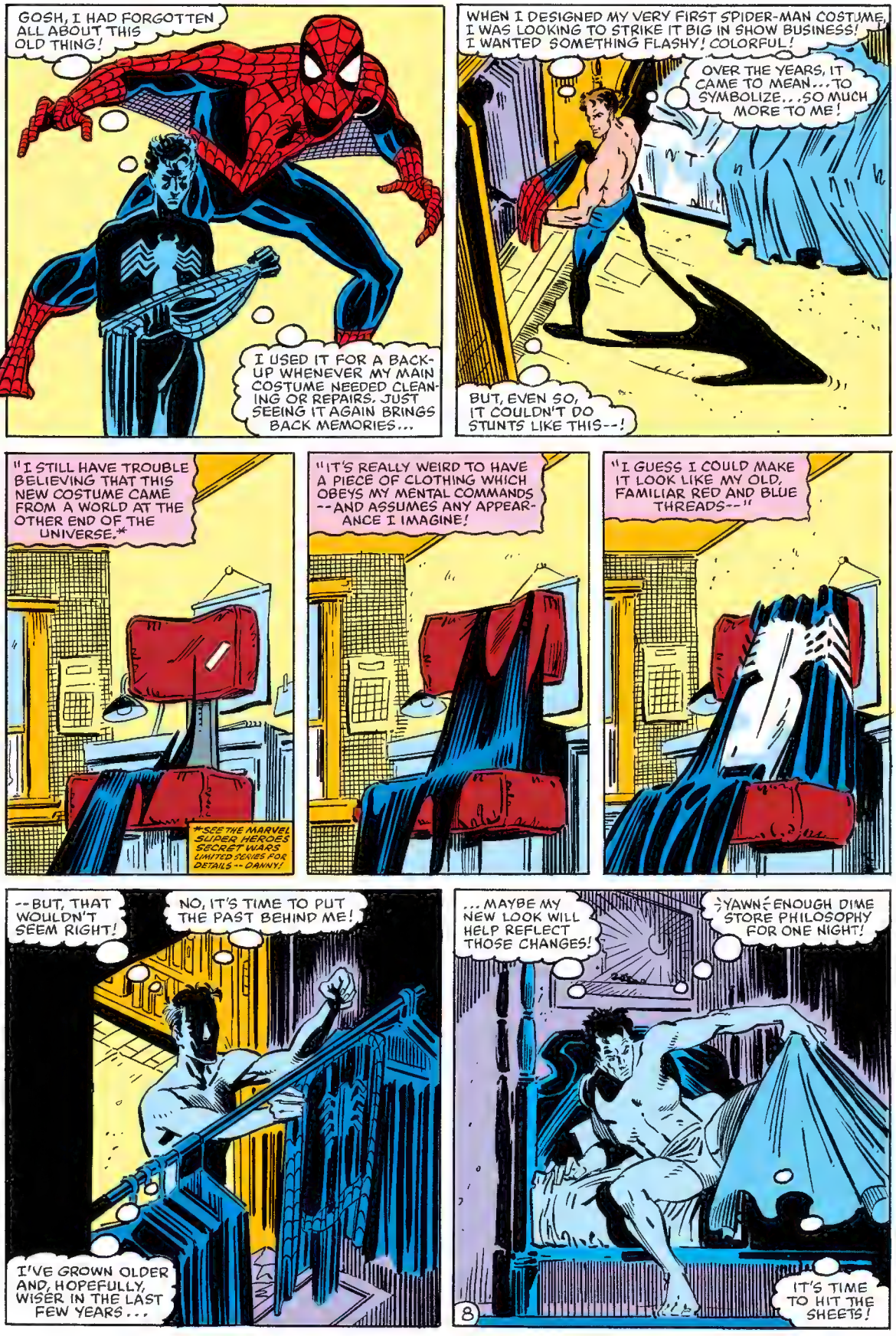
MEANWHILE, IN THE RAFTERS...
KLIK! WHRR!
HER REAL NAME IS FELICIA HARDY. HOWEVER, SHE PREFERS TO BE KNOWN AS... THE BLACK CAT!
POSSESSING THE SPEED, GRACE AND AGILITY OF HER COLORFUL NAMESAKE, SHE IS THE TRUE LOVE AND SOMETIME PARTNER OF THE EVER-SPECTACULAR SPIDER-MAN...
RECENTLY,* THANKS TO THE KINGPIN OF CRIME, SHE GAINED ADDITIONAL POWER, POWER SHE DOES NOT YET UNDERSTAND OR CONTROL--
KLIK! WHRR!
--WHICH ALTERS PROBABILITY TO CAUSE BAD LUCK TO STRIKE ANYONE WHO ATTEMPTS TO HARM HER!
*SEE SPECTACULAR SPIDER-MAN #39 FOR DETAILS -- DANNY.
SHE KEEPS THIS LAST POWER A CLOSELY GUARDED SECRET, EVEN FROM THE MAN SHE LOVES...
OH, SPIDER...
...I KNOW YOU SUPPORT YOURSELF BY SELLING PICTURES LIKE THESE TO THE DAILY BUGLE--
KLIK! WHRR!
"--BUT I WISH YOU WOULDN'T HOG ALL THE FUN--
"--FOR YOURSELF!"
KA-
VWAM!
3

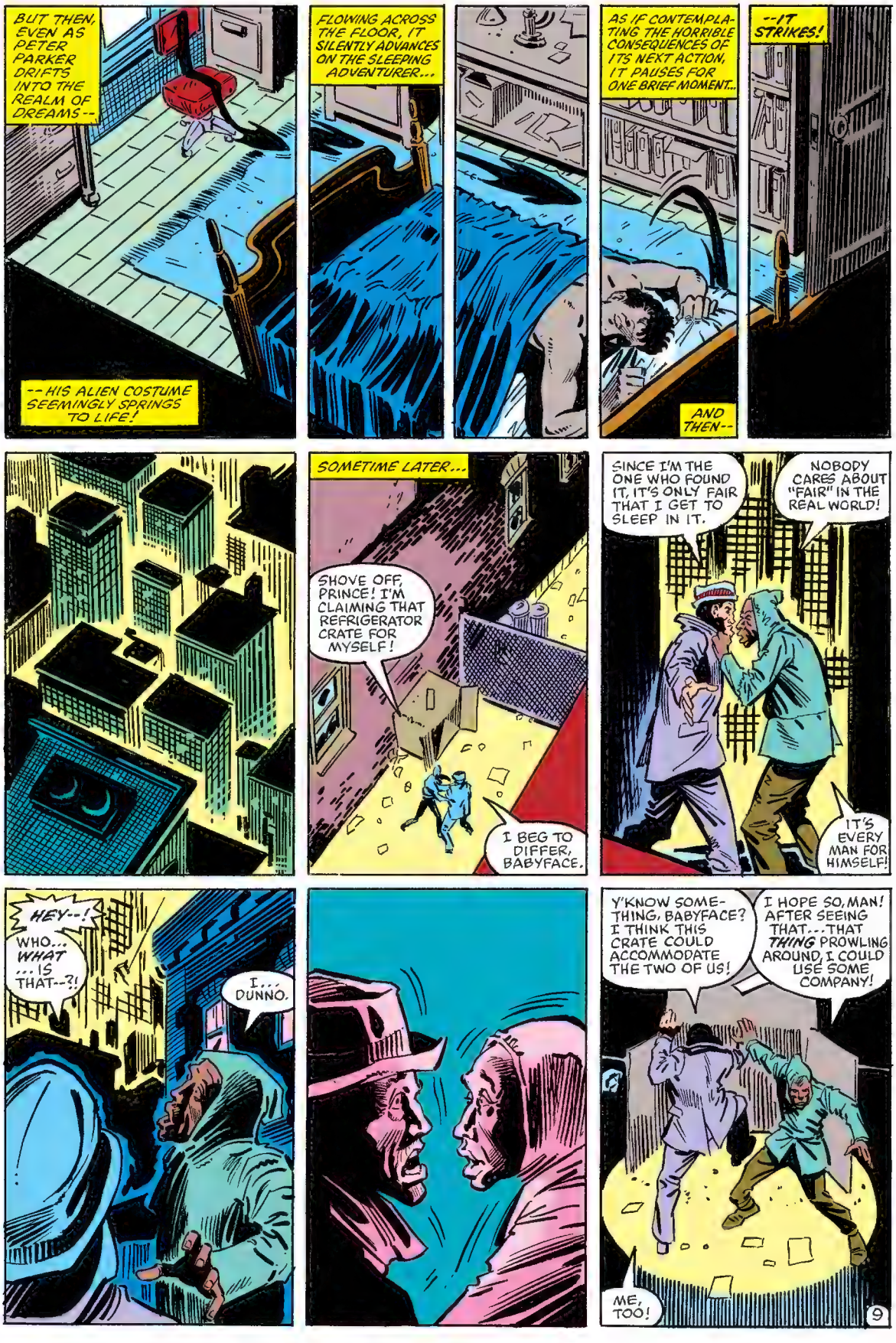

DANGER! BEHIND ME--!
YOU'VE BEEN MAKING US LOOK LIKE FOOLS AND AMATEURS!
WELL, THAT'S GONNA CHANGE--
VWAK!
--NOW!!
I GOT HIM! HE DIDN'T HAVE A CHANCE!
HEY! WHERE'D HE GO--?!
TAKE THREE GUESSES--
--AND CALL ME IN THE MORNING!
NOW, SINCE YOU HAVEN'T LEARNED HOW TO PLAY NICELY WITH THIS TOY--I'LL JUST HAVE TO TAKE IT AWAY!
FWAM!
÷UNN÷
AT LAST! HE'S DOWN--!
THIS IS OUR CHANCE! HE'S GOTTA BE EXHAUSTED BY NOW!
RUSH HIM!
÷WHEW!÷ DON'T THESE GUYS EVER GIVE UP?!
THEY'VE GOT MY SPIDER SURROUNDED!
I KNOW HE CAN TAKE CARE OF HIMSELF--
--BUT I'VE BEEN DYING FOR A LITTLE ACTION!
BESIDES, I'LL GO BATTY IF I HAVE TO SNAP ANOTHER PICTURE!
HI, LOVER! HOPE YOU DON'T MIND THE HELPING HAND--AND FOOT!
NOT AT ALL, CAT! A BEAUTIFUL WOMAN IS A WELCOMED ADDITION TO ANY PARTY!


FLATTERER! YOU REALLY KNOW HOW TO TURN A GIRL'S HEAD!
SKWAK!
LET'S HURRY THIS UP, LOVER! I CAN'T WAIT UNTIL WE'RE ALONE AGAIN!
IS THIS BROAD FOR REAL--?!
PWOK!
SHE ACTS LIKE SHE'S OUT ON A DATE--INSTEAD OF FIGHTING FOR HER LIFE!
SHE'LL SING A DIFFERENT TUNE AFTER I WRAP THIS HUNK OF STEEL AROUND HER PRETTY LITTLE NECK!
BUT THEN--
WHAT THE--?!
TRIPP!
CLUNK!
JUST THEN, FRANKIE SILVERA SEIZES A DISCARDED GUN...
I DON'T BELIEVE IT! RALPH MAC--THAT JERK--ACED HIMSELF!
WELL, I'M NOT GONNA SCREW UP LIKE HIM!
HERE'S WHERE I PROVE TO EVERYBODY THAT FRANKIE SILVERA HAS WHAT IT TAKES--!
ALL I GOTTA DO IS SQUEEZE THE TRIGGER, AND--
BWOOM!
YEOW!
FOR SHAME! DIDN'T YOUR MOTHER EVER TEACH YOU THAT IT WASN'T POLITE TO POINT A GUN AT A LADY?!
MY HAND--! FEELS LIKE IT'S BUSTED!
I'VE GOT NEWS FOR YOU, SWEETHEART--
5

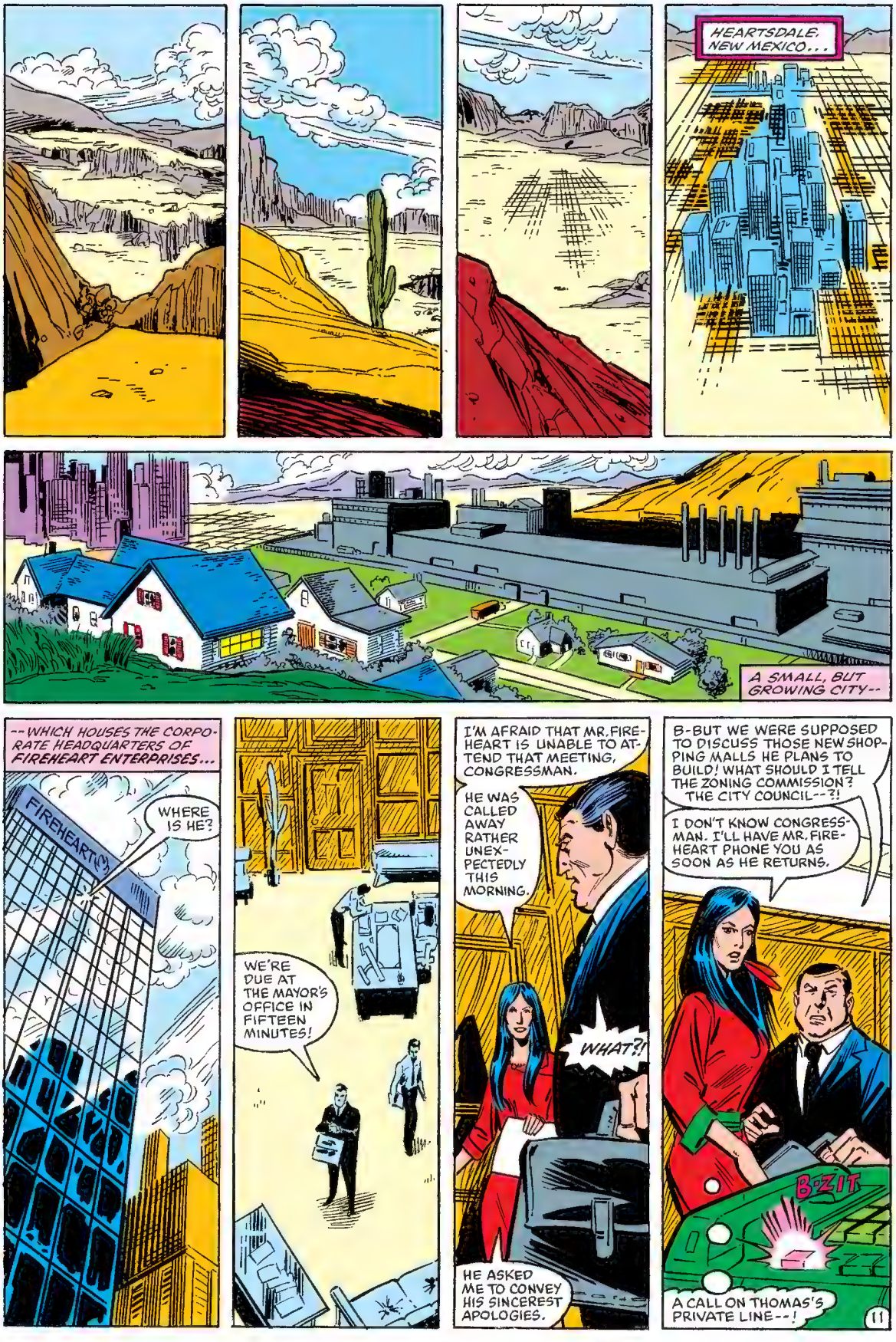

--THAT'S THE LEAST OF YOUR PROBLEMS!
PWAM!
UNNN
FELICIA REALLY LACED INTO THAT KID, BUT HE DESERVED IT! SHE COULD HAVE BEEN SERIOUSLY HURT, IF HIS GUN HADN'T MISFIRED!
I WISH SHE'D BE MORE CAREFUL! SHE KNOWS THAT I DON'T APPROVE OF THE WAY SHE RISKS HER LIFE FIGHTING BY MY SIDE, BUT SHE JUST WON'T LISTEN TO REASON!
SPRAYING THE MEN WITH HIS SUPER-ADHESIVE WEBBING, SPIDER-MAN LEAVES THEM FOR THE POLICE...
PWIP
PWIP
MINUTES LATER...
SPIDER, YOU HAVEN'T SAID A WORD SINCE WE LEFT THE WAREHOUSE. IS SOMETHING BOTHERING YOU?
IT'S NOTHING NEW, CAT...
IT'S JUST THAT I THINK YOU'RE TOO FOOLHARDY! YOU TAKE TOO MANY NEEDLESS CHANCES!
LOOK WHO'S TALKING--!
IT'S DIFFERENT FOR ME! I HAVE REAL SUPER POWERS--
--PLUS A SPIDER-SENSE WHICH WARNS ME OF DANGER! YOU'RE ONLY A HIGHLY TRAINED GYMNAST!
ONLY--?! HEY, I APPRECIATE YOUR CONCERN --IT'S REAL SWEET-- BUT IT ISN'T NECESSARY!
THIS IS ONE CAT WHO KNOWS HOW TO LAND ON HER FEET!
I HOPE SO...
LIGHTEN UP, LOVER!
I WANT TO PARTY!
I HATE TO DISAPPOINT YOU, KID--
--BUT I'M MAKING THIS AN EARLY NIGHT!
I'VE GOTTA GET HOME, AND DEVELOP THESE PICTURES BEFORE MORNING.
OH, POO! YOU CAN BE SUCH A SPOILSPORT AT TIMES-- BUT I KNOW BETTER THAN TO ARGUE WHEN YOU'VE GOT WORK TO DO.
GUESS I'LL JUST HAVE TO SETTLE FOR A GOODNIGHT KISS, INSTEAD.
TRIGGERED BY SPIDER-MAN'S THOUGHTS, HIS COSTUME-- AN AMAZING SOUVENIR FROM A DISTANT PLANET-- IMMEDIATELY OPENS A WIDE SEAM AROUND HIS MOUTH, AS ONE KISS TURNS TO MANY...
AND THEN...
POOR SPIDER! I'D LOVE TO TELL HIM ABOUT MY ENHANCED ATHLETIC PROWESS, AND MY BAD LUCK POWERS--
--BUT HE'D BE IN A REAL PANIC IF HE EVER LEARNED THAT I GOT THEM FROM HIS ENEMY-- THE KINGPIN!


SOMETIME LATER, AS SPIDER-MAN RETURNS TO HIS CHELSEA APARTMENT...
I MUST BE CRAZY!
ONLY A FIRST CLASS NUT WOULD GIVE UP A CHANCE TO GO MESSING AROUND THE ROOFTOPS WITH THE BLACK CAT!
THE DAILY BUGLE COULDN'T POSSIBLY PAY ME ENOUGH FOR THESE PIX TO BE WORTH THAT KIND OF SACRIFICE--!
OH, WELL, NO ONE EVER SAID THAT THE LIFE OF A FREELANCE PHOTOHOUND WOULD BE EASY--
-- AND IT'S NOT!
A MENTAL COMMAND CAUSES HIS COSTUME TO MELT AWAY FROM HIS HANDS AND FACE...
YAWN! I'M REALLY WRECKED TONIGHT-- BUT THAT SEEMS TO BE THE GENERAL RULE THESE DAYS. I NEVER SEEM TO GET ENOUGH SLEEP. I'M ALWAYS TIRED!
I'D BETTER GET COOKING ON THOSE PHOTOS BEFORE I COMPLETELY FALL OUT...
AND SO...
GOT TO GIVE THE CAT CREDIT--SHE KNOWS HOW TO HANDLE A CAMERA!
THESE ARE GOOD! REAL GOOD!
WISH I COULD SAY THAT I'M THRILLED, BUT I'M NOT! IT'S REAL OBVIOUS THAT SHE TAKES A MUCH BETTER PICTURE THAN I DO.
THAT BOTHERS ME! A LOT!
IT'S TIME I TOOK THIS WORK A BIT MORE SERIOUSLY!
MAYBE I SHOULD TAKE A FEW COURSES TO IMPROVE MY SKILLS!
AFTER SELECTING THE VERY BEST PHOTOS, HE TURNS TO STORE THE OTHERS AWAY--
-- BUT THEN...
OH, NO!
OF ALL THE CLUMSY--!
WHAT'S WRONG WITH ME LATELY? I SEEM TO BE ALL THUMBS!
I WONDER IF IT'S TIED IN WITH MY GENERAL LETHARGY?
GEE, I HOPE I'M NOT COMING DOWN WITH ANYTHING!
HEY! IN THE CORNER--!
MY OLD, SPARE COSTUME!
7

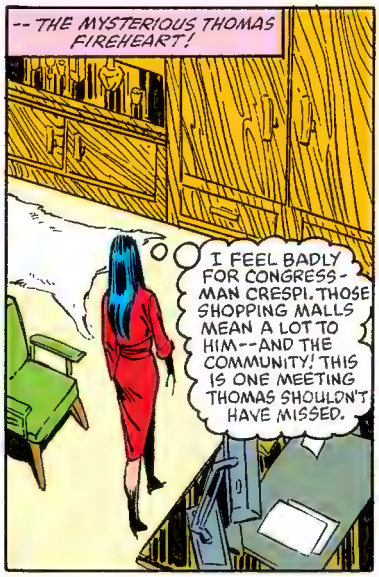

GOSH, I HAD FORGOTTEN ALL ABOUT THIS OLD THING!
I USED IT FOR A BACK-UP WHENEVER MY MAIN COSTUME NEEDED CLEANING OR REPAIRS. JUST SEEING IT AGAIN BRINGS BACK MEMORIES...
WHEN I DESIGNED MY VERY FIRST SPIDER-MAN COSTUME, I WAS LOOKING TO STRIKE IT BIG IN SHOW BUSINESS! I WANTED SOMETHING FLASHY! COLORFUL!
OVER THE YEARS, IT CAME TO MEAN...TO SYMBOLIZE...SO MUCH MORE TO ME!
BUT, EVEN SO, IT COULDN'T DO STUNTS LIKE THIS--!
"I STILL HAVE TROUBLE BELIEVING THAT THIS NEW COSTUME CAME FROM A WORLD AT THE OTHER END OF THE UNIVERSE.*
*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS -- DANNY!
"IT'S REALLY WEIRD TO HAVE A PIECE OF CLOTHING WHICH OBEYS MY MENTAL COMMANDS --AND ASSUMES ANY APPEARANCE I IMAGINE!
"I GUESS I COULD MAKE IT LOOK LIKE MY OLD, FAMILIAR RED AND BLUE THREADS--"
--BUT, THAT WOULDN'T SEEM RIGHT!
NO, IT'S TIME TO PUT THE PAST BEHIND ME!
I'VE GROWN OLDER AND, HOPEFULLY, WISER IN THE LAST FEW YEARS...
...MAYBE MY NEW LOOK WILL HELP REFLECT THOSE CHANGES!
YAWN ENOUGH DIME STORE PHILOSOPHY FOR ONE NIGHT!
IT'S TIME TO HIT THE SHEETS!
8

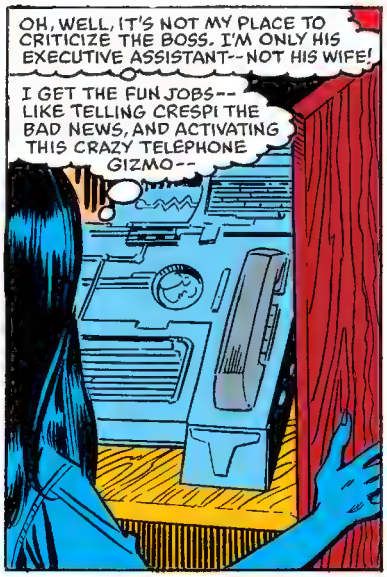

BUT THEN, EVEN AS PETER PARKER DRIFTS INTO THE REALM OF DREAMS--
--HIS ALIEN COSTUME SEEMINGLY SPRINGS TO LIFE!
FLOWING ACROSS THE FLOOR, IT SILENTLY ADVANCES ON THE SLEEPING ADVENTURER...
AS IF CONTEMPLATING THE HORRIBLE CONSEQUENCES OF ITS NEXT ACTION, IT PAUSES FOR ONE BRIEF MOMENT...
AND THEN--
--IT STRIKES!
SOMETIME LATER...
SHOVE OFF, PRINCE! I'M CLAIMING THAT REFRIGERATOR CRATE FOR MYSELF!
I BEG TO DIFFER, BABYFACE.
SINCE I'M THE ONE WHO FOUND IT, IT'S ONLY FAIR THAT I GET TO SLEEP IN IT.
NOBODY CARES ABOUT "FAIR" IN THE REAL WORLD!
IT'S EVERY MAN FOR HIMSELF!
HEY--!
WHO... WHAT ...IS THAT--?!
I... DUNNO.
Y'KNOW SOMETHING, BABYFACE? I THINK THIS CRATE COULD ACCOMMODATE THE TWO OF US!
I HOPE SO, MAN! AFTER SEEING THAT...THAT THING PROWLING AROUND, I COULD USE SOME COMPANY!
ME, TOO!
9

EARLY THE NEXT MORNING...
BOSS--! OUR MAIN WAREHOUSE WAS RAIDED LAST NIGHT BY SPIDER-MAN AND THE POLICE!
OUR LAWYER THINKS HE CAN GET OUR PEOPLE BACK ON THE STREETS BY LATE AFTERNOON--
--BUT IT'LL STILL TAKE A FEW WEEKS BEFORE OUR FENCING OPERATION IS ROLLING AT FULL CAPACITY AGAIN!
THE LOSS IN REVENUE WILL BE SIGNIFICANT.
A PITY.
SNIPP!
HOWEVER, SPIDER-MAN IS THE MORE DISTRESSING PROBLEM.
THIS IS THE SECOND TIME HE'S INTERFERED IN THE ROSE'S AFFAIRS. I WON'T TOLERATE A THIRD.
HE MUST BE ELIMINATED ...AT ONCE!
IS THAT WISE, ROSE?
I THOUGHT THE KINGPIN HAD TO SANCTION ALL HITS THAT BIG!
MR. JOHNSTON, I REPORT TO THE KINGPIN OF CRIME JUST AS YOU AND MR. VARLEY REPORT TO ME... BUT, IN THIS ONE INSTANCE, I DO NOT HAVE TIME FOR THE LUXURY OF GOING THROUGH THE PROPER CHANNELS.
SPIDER-MAN IS A WEED WHICH MUST BE SWIFTLY PLUCKED.
I WANT HIM DEAD!
AND, I KNOW JUST THE MAN FOR THE JOB...
10

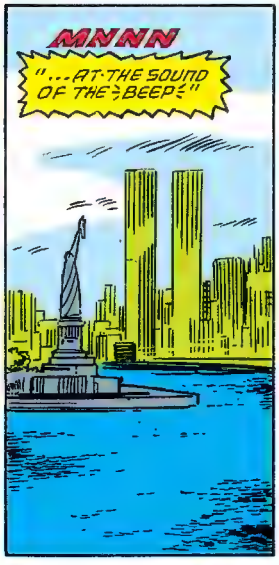

HEARTSDALE, NEW MEXICO...
A SMALL, BUT GROWING CITY--
--WHICH HOUSES THE CORPORATE HEADQUARTERS OF FIREHEART ENTERPRISES...
FIREHEART(S)
WHERE IS HE?
WE'RE DUE AT THE MAYOR'S OFFICE IN FIFTEEN MINUTES!
I'M AFRAID THAT MR. FIREHEART IS UNABLE TO ATTEND THAT MEETING, CONGRESSMAN.
HE WAS CALLED AWAY RATHER UNEXPECTEDLY THIS MORNING.
WHAT?!
HE ASKED ME TO CONVEY HIS SINCEREST APOLOGIES.
B-BUT WE WERE SUPPOSED TO DISCUSS THOSE NEW SHOPPING MALLS HE PLANS TO BUILD! WHAT SHOULD I TELL THE ZONING COMMISSION? THE CITY COUNCIL--?!
I DON'T KNOW CONGRESSMAN. I'LL HAVE MR. FIREHEART PHONE YOU AS SOON AS HE RETURNS.
BZZIT
A CALL ON THOMAS'S PRIVATE LINE--!
11

YOU'LL HAVE TO EXCUSE ME, CONGRESSMAN. I HAVE OTHER WORK TO DO.
WITHOUT ANOTHER WORD, JENNA TAYLOR ENTERS THE PRIVATE OFFICE OF HER EMPLOYER--

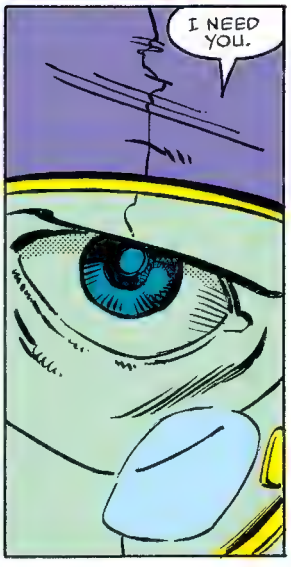

-- THE MYSTERIOUS THOMAS FIREHEART!
I FEEL BADLY FOR CONGRESSMAN CRESPI. THOSE SHOPPING MALLS MEAN A LOT TO HIM--AND THE COMMUNITY! THIS IS ONE MEETING THOMAS SHOULDN'T HAVE MISSED.

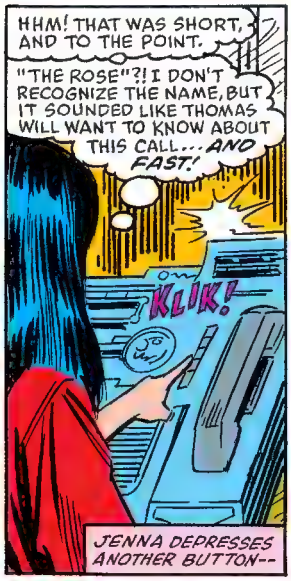

OH, WELL, IT'S NOT MY PLACE TO CRITICIZE THE BOSS. I'M ONLY HIS EXECUTIVE ASSISTANT--NOT HIS WIFE!
I GET THE FUN JOBS--LIKE TELLING CRESPI THE BAD NEWS, AND ACTIVATING THIS CRAZY TELEPHONE GIZMO--

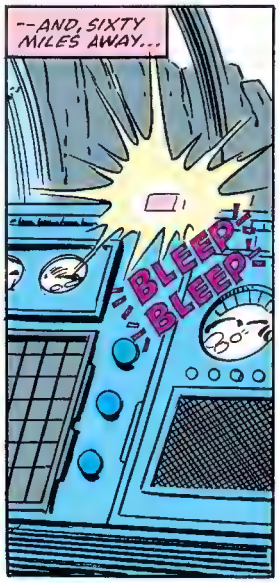
--WHENEVER THOMAS ISN'T AROUND TO ANSWER HIS PRIVATE LINE,
KLIK!
MNNN
PLEASE LEAVE YOUR MESSAGE...

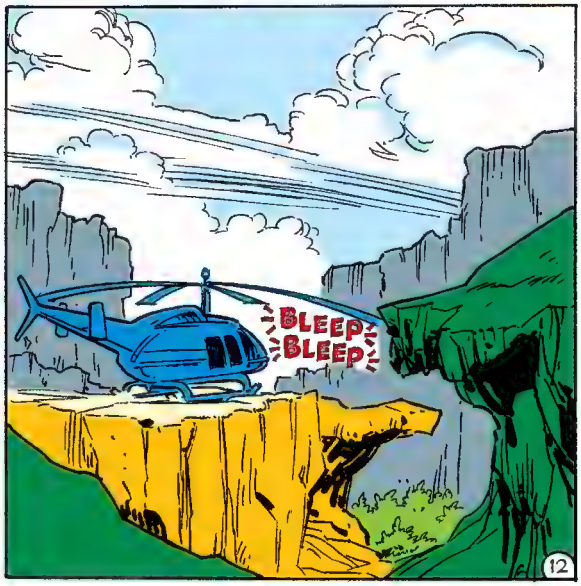

MNNN
"...AT THE SOUND OF THE BEEP!"

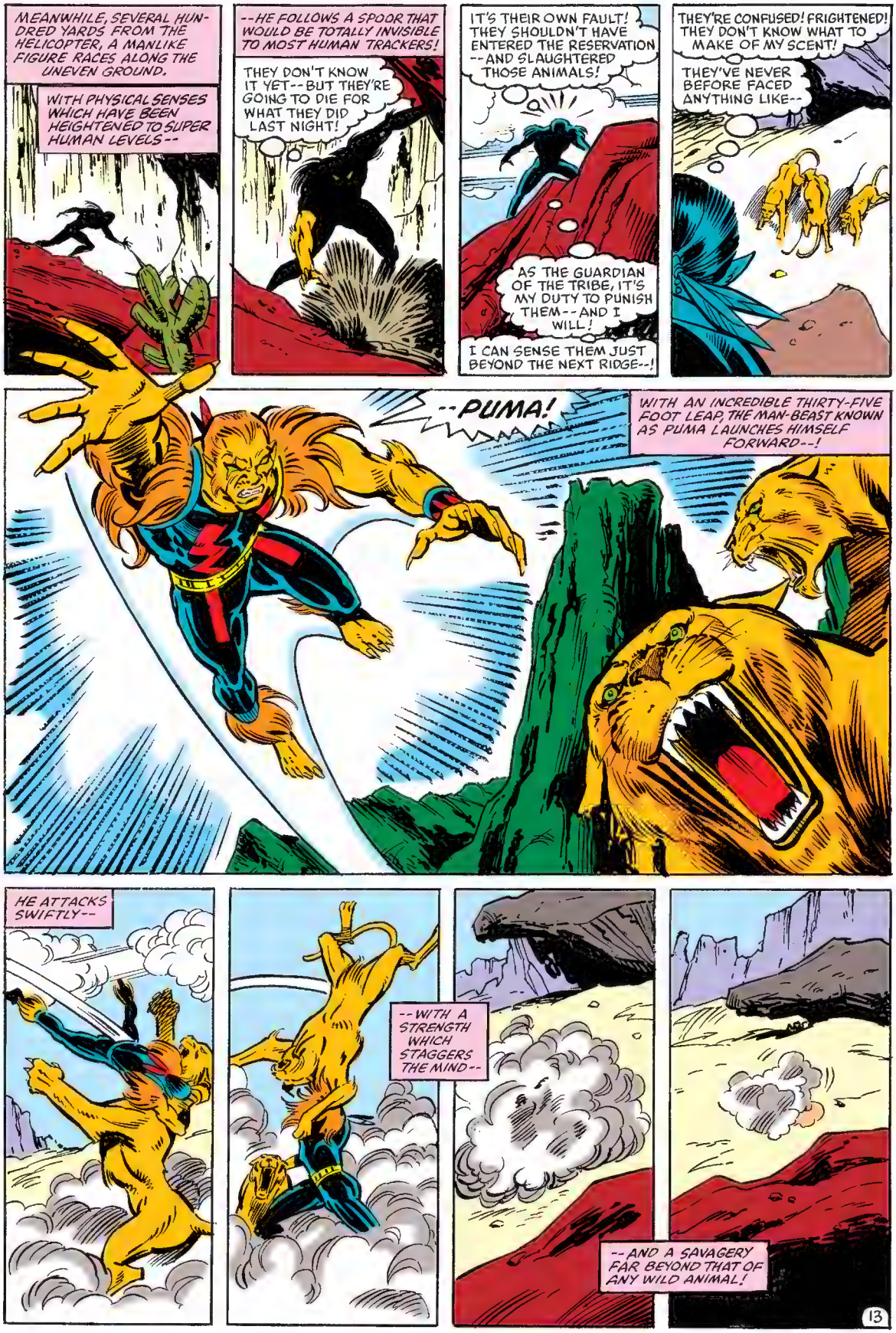
THAT HUM--! IT'S PROBABLY FROM AN ELECTRONIC SCRAMBLING DEVICE WHICH PROTECTS HIS LINE FROM TAPS!
THIS IS THE ROSE...

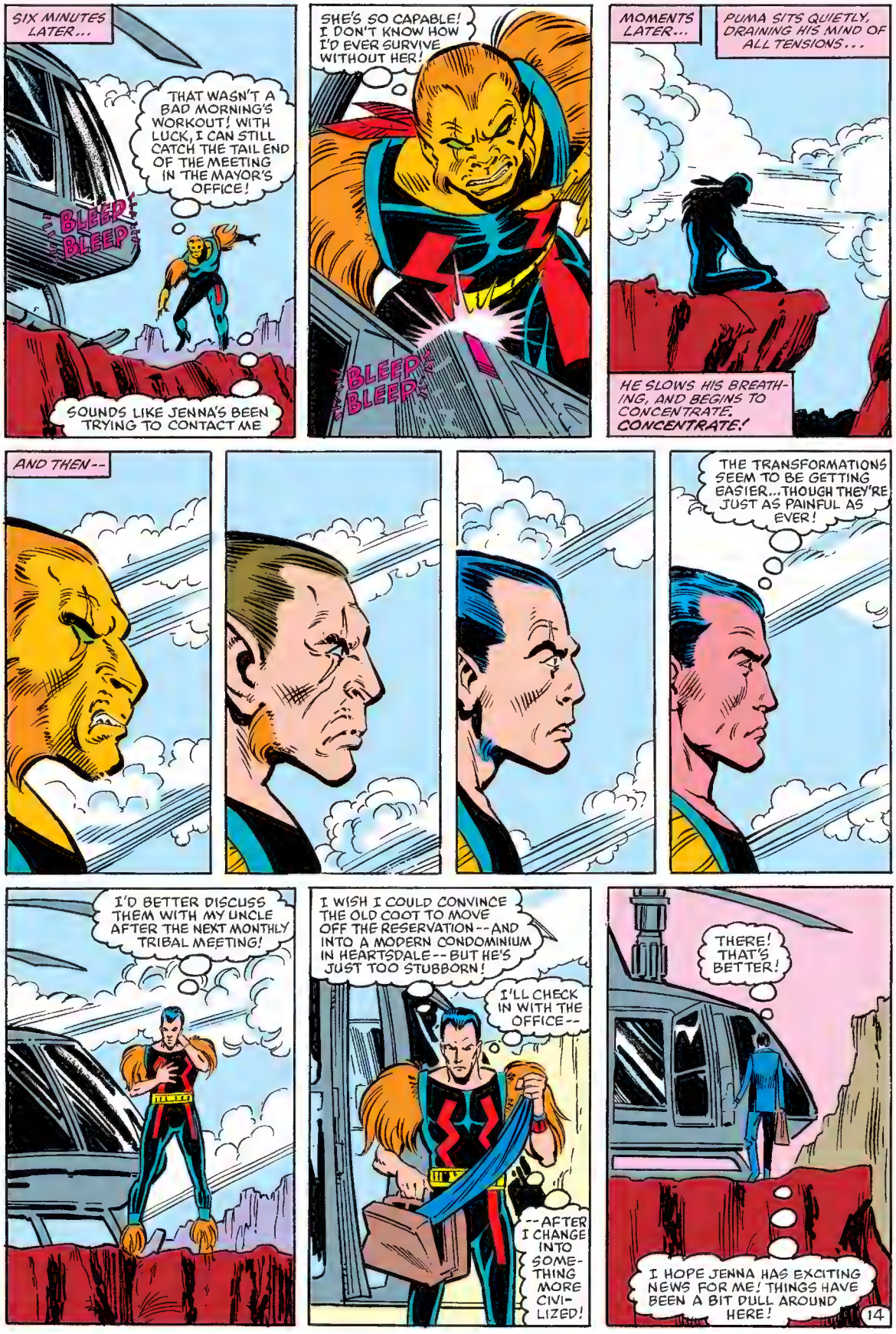

I NEED YOU.


HHM! THAT WAS SHORT, AND TO THE POINT.
"THE ROSE"?! I DON'T RECOGNIZE THE NAME, BUT IT SOUNDED LIKE THOMAS WILL WANT TO KNOW ABOUT THIS CALL... AND FAST!
KLIK!
JENNA DEPRESSES ANOTHER BUTTON--

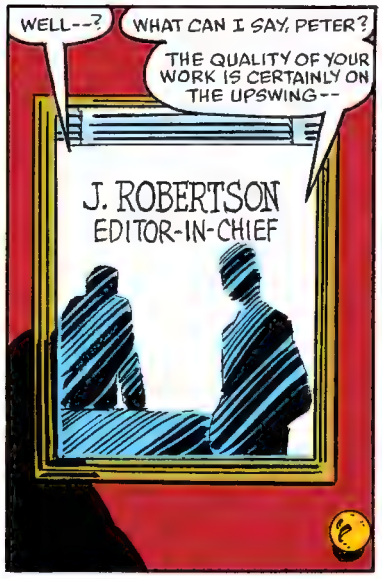

--AND, SIXTY MILES AWAY...
BLEEP!
BLEEP!


BLEEP!
BLEEP!


MEANWHILE, SEVERAL HUNDRED YARDS FROM THE HELICOPTER, A MANLIKE FIGURE RACES ALONG THE UNEVEN GROUND.
WITH PHYSICAL SENSES WHICH HAVE BEEN HEIGHTENED TO SUPER HUMAN LEVELS--
--HE FOLLOWS A SPOOR THAT WOULD BE TOTALLY INVISIBLE TO MOST HUMAN TRACKERS!
THEY DON'T KNOW IT YET--BUT THEY'RE GOING TO DIE FOR WHAT THEY DID LAST NIGHT!
IT'S THEIR OWN FAULT! THEY SHOULDN'T HAVE ENTERED THE RESERVATION --AND SLAUGHTERED THOSE ANIMALS!
AS THE GUARDIAN OF THE TRIBE, IT'S MY DUTY TO PUNISH THEM--AND I WILL!
I CAN SENSE THEM JUST BEYOND THE NEXT RIDGE--!
THEY'RE CONFUSED! FRIGHTENED! THEY DON'T KNOW WHAT TO MAKE OF MY SCENT!
THEY'VE NEVER BEFORE FACED ANYTHING LIKE--
--PUMA!
WITH AN INCREDIBLE THIRTY-FIVE FOOT LEAP, THE MAN-BEAST KNOWN AS PUMA LAUNCHES HIMSELF FORWARD--!
HE ATTACKS SWIFTLY--
--WITH A STRENGTH WHICH STAGGERS THE MIND--
--AND A SAVAGERY FAR BEYOND THAT OF ANY WILD ANIMAL!

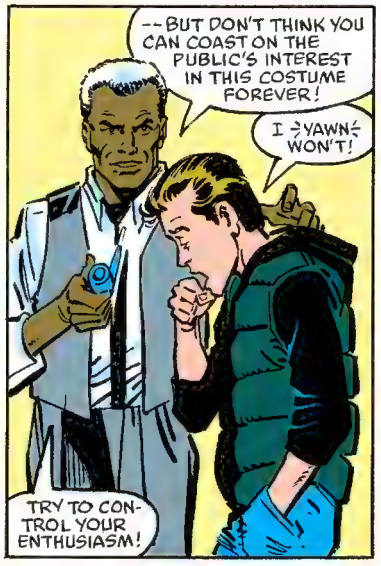

SIX MINUTES LATER...
THAT WASN'T A BAD MORNING'S WORKOUT! WITH LUCK, I CAN STILL CATCH THE TAIL END OF THE MEETING IN THE MAYOR'S OFFICE!
BLEEP BLEEP
SOUNDS LIKE JENNA'S BEEN TRYING TO CONTACT ME
SHE'S SO CAPABLE! I DON'T KNOW HOW I'D EVER SURVIVE WITHOUT HER!
BLEEP BLEEP
MOMENTS LATER...
PUMA SITS QUIETLY, DRAINING HIS MIND OF ALL TENSIONS...
HE SLOWS HIS BREATHING, AND BEGINS TO CONCENTRATE. CONCENTRATE!
AND THEN--
THE TRANSFORMATIONS SEEM TO BE GETTING EASIER...THOUGH THEY'RE JUST AS PAINFUL AS EVER!
I'D BETTER DISCUSS THEM WITH MY UNCLE AFTER THE NEXT MONTHLY TRIBAL MEETING!
I WISH I COULD CONVINCE THE OLD COOT TO MOVE OFF THE RESERVATION--AND INTO A MODERN CONDOMINIUM IN HEARTSDALE--BUT HE'S JUST TOO STUBBORN!
I'LL CHECK IN WITH THE OFFICE--
--AFTER I CHANGE INTO SOMETHING MORE CIVILIZED!
THERE! THAT'S BETTER!
I HOPE JENNA HAS EXCITING NEWS FOR ME! THINGS HAVE BEEN A BIT DULL AROUND HERE!

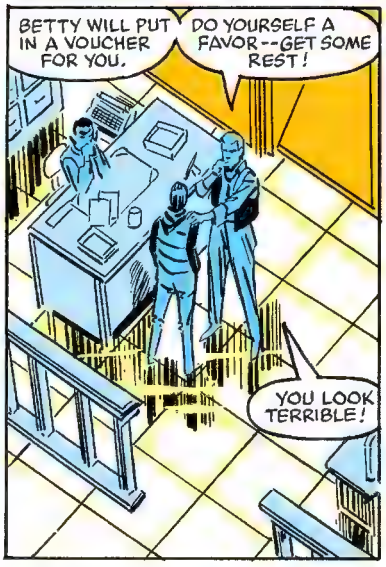
NEW YORK CITY...
DAILY BUGLE

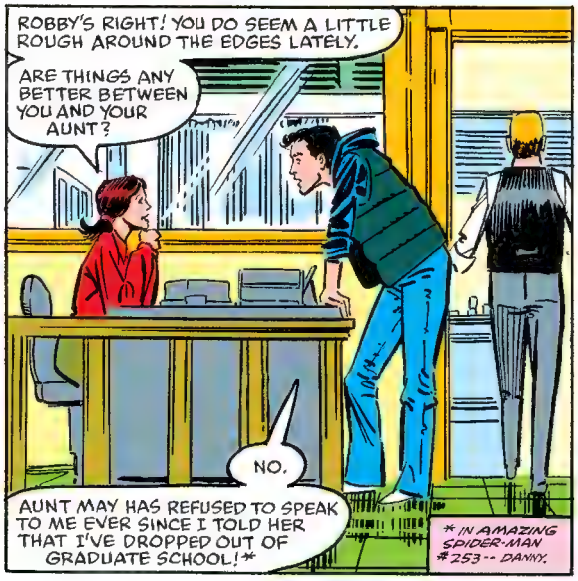

WELL--?
WHAT CAN I SAY, PETER?
THE QUALITY OF YOUR WORK IS CERTAINLY ON THE UPSWING--
J. ROBERTSON
EDITOR-IN-CHIEF

--EVEN IF YOUR CHOICE OF SUBJECT MATTER IS A LITTLE PEDESTRIAN!
OUR READERS HAVE SEEN COUNTLESS SHOTS OF SPIDER-MAN FIGHTING THUGS IN WAREHOUSES!

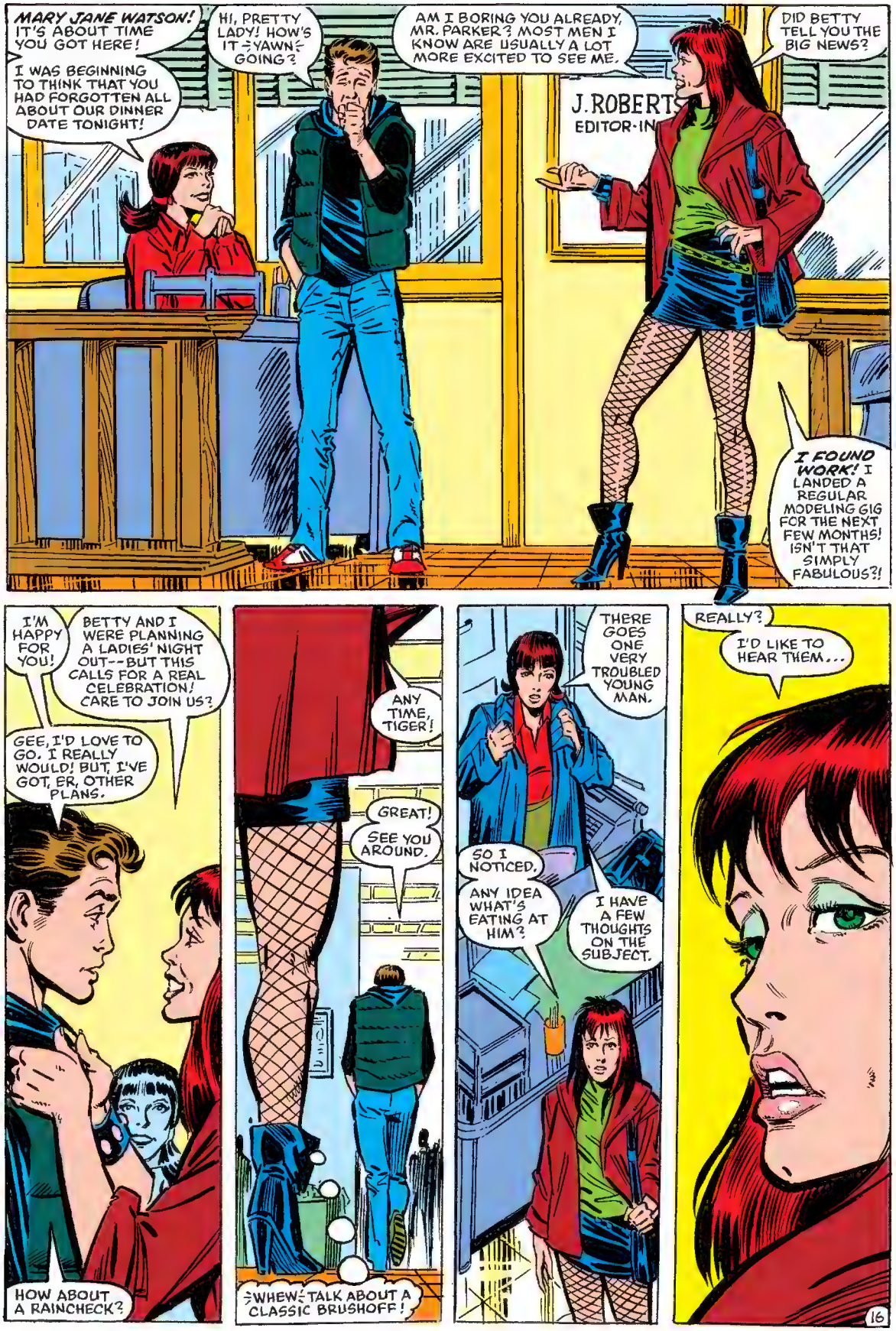
THE ONLY THING THAT MAKES THESE PARTICULAR PHOTOS NEWSWORTHY--
--IS THE FACT THAT THEY FEATURE THE WEB-SWINGER IN HIS NEW COSTUME!
I'LL TAKE THEM--

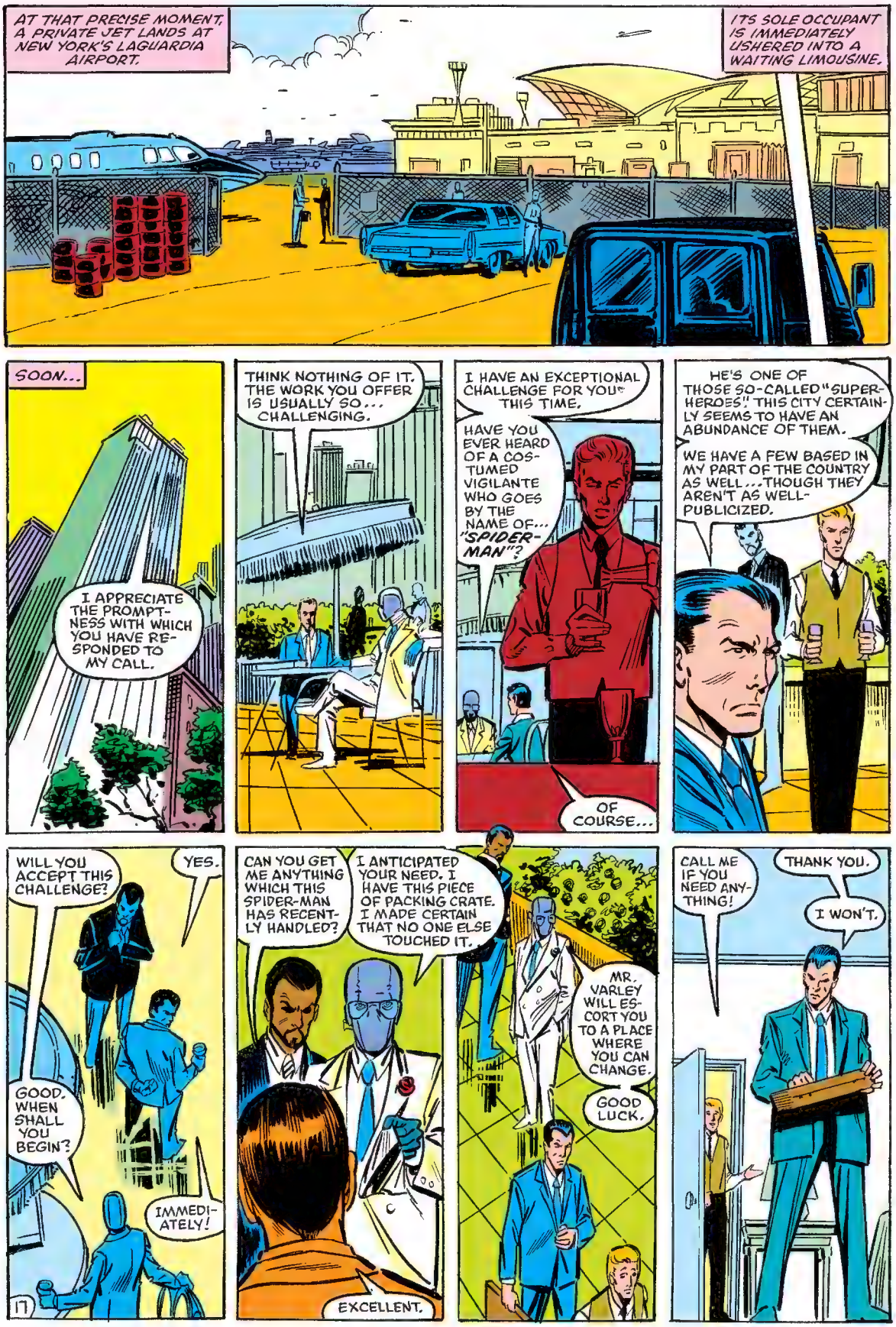

--BUT DON'T THINK YOU CAN COAST ON THE PUBLIC'S INTEREST IN THIS COSTUME FOREVER!
I ÷YAWN÷ WON'T!
TRY TO CONTROL YOUR ENTHUSIASM!


BETTY WILL PUT IN A VOUCHER FOR YOU.
DO YOURSELF A FAVOR--GET SOME REST!
YOU LOOK TERRIBLE!

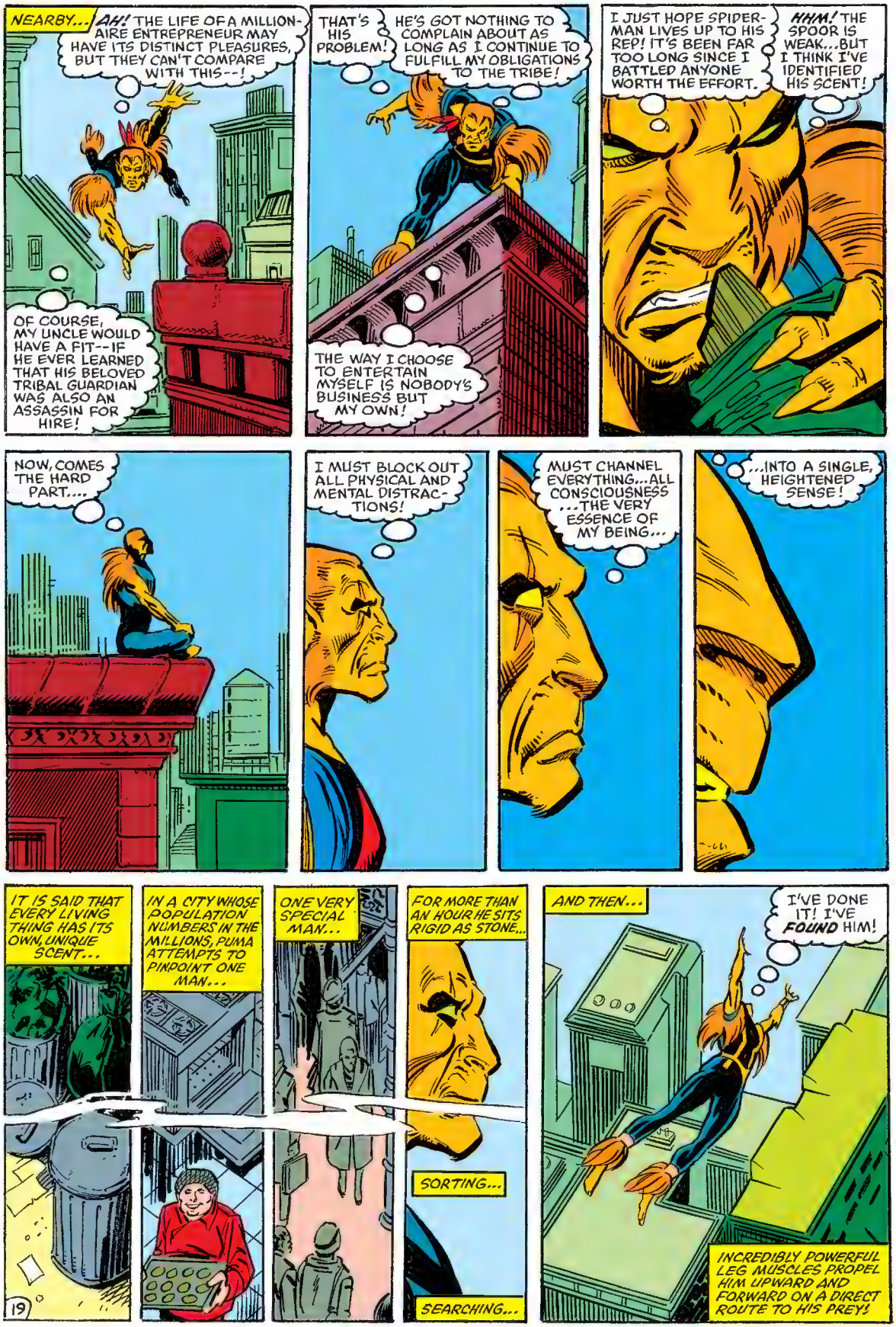

ROBBY'S RIGHT! YOU DO SEEM A LITTLE ROUGH AROUND THE EDGES LATELY.
ARE THINGS ANY BETTER BETWEEN YOU AND YOUR AUNT?
NO.
AUNT MAY HAS REFUSED TO SPEAK TO ME EVER SINCE I TOLD HER THAT I'VE DROPPED OUT OF GRADUATE SCHOOL!*
*IN AMAZING SPIDER-MAN #253 -- DANNY.

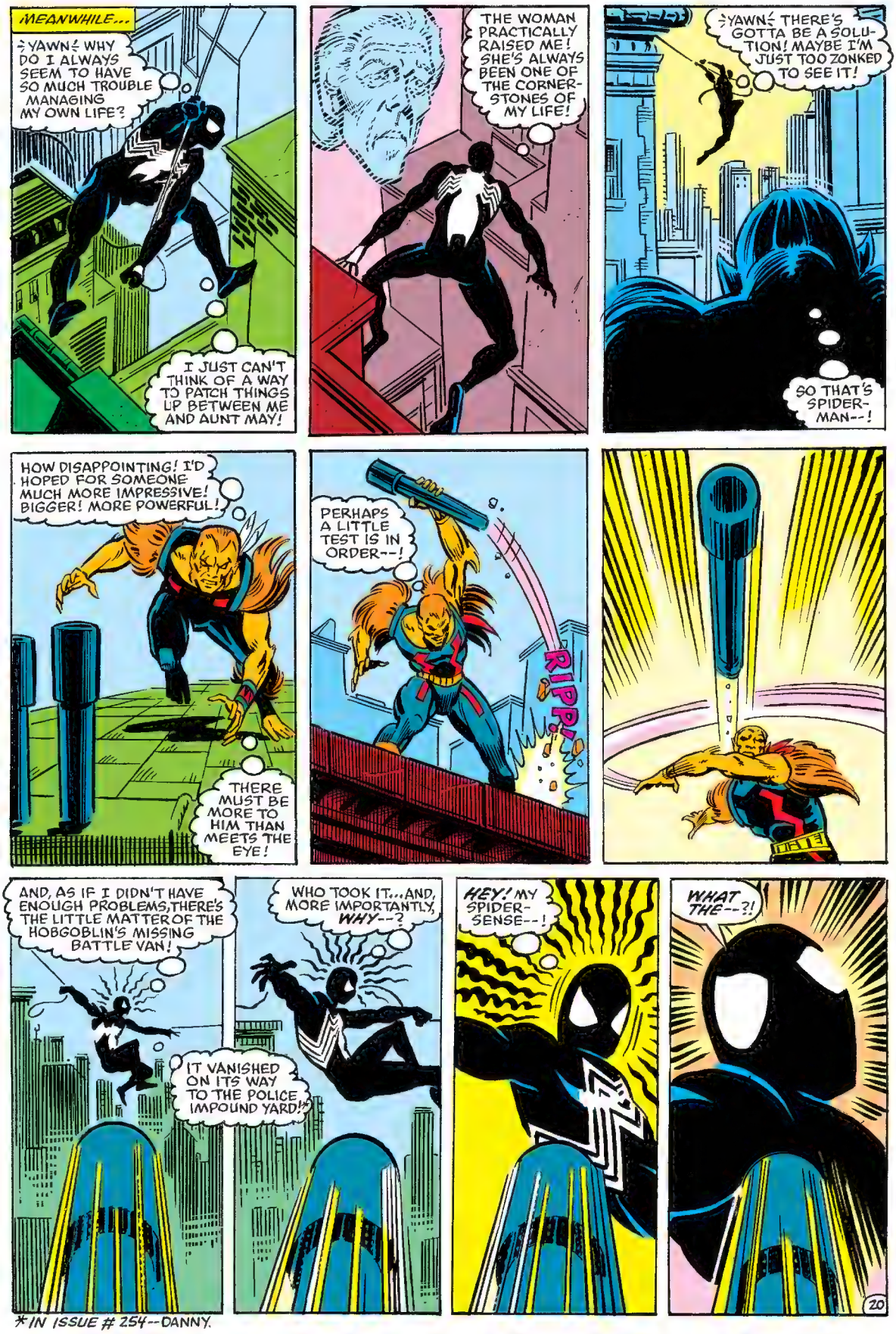
I JUST DON'T KNOW WHAT TO DO, BETTY...
BRIGHTEN UP, TIGER!
IT'S PARTY TIME!
YOU--?!


MARY JANE WATSON! IT'S ABOUT TIME YOU GOT HERE!
I WAS BEGINNING TO THINK THAT YOU HAD FORGOTTEN ALL ABOUT OUR DINNER DATE TONIGHT!
HI, PRETTY LADY! HOW'S IT ÷YAWN÷ GOING?
AM I BORING YOU ALREADY, MR. PARKER? MOST MEN I KNOW ARE USUALLY A LOT MORE EXCITED TO SEE ME.
J. ROBERTS
EDITOR-IN
DID BETTY TELL YOU THE BIG NEWS?
I FOUND WORK! I LANDED A REGULAR MODELING GIG FOR THE NEXT FEW MONTHS! ISN'T THAT SIMPLY FABULOUS?!
I'M HAPPY FOR YOU!
BETTY AND I WERE PLANNING A LADIES' NIGHT OUT--BUT THIS CALLS FOR A REAL CELEBRATION! CARE TO JOIN US?
GEE, I'D LOVE TO GO. I REALLY WOULD! BUT, I'VE GOT, ER, OTHER PLANS.
HOW ABOUT A RAINCHECK?
ANY TIME, TIGER!
GREAT! SEE YOU AROUND.
÷WHEW÷ TALK ABOUT A CLASSIC BRUSHOFF!
THERE GOES ONE VERY TROUBLED YOUNG MAN.
SO I NOTICED.
ANY IDEA WHAT'S EATING AT HIM?
I HAVE A FEW THOUGHTS ON THE SUBJECT.
REALLY?
I'D LIKE TO HEAR THEM...
16

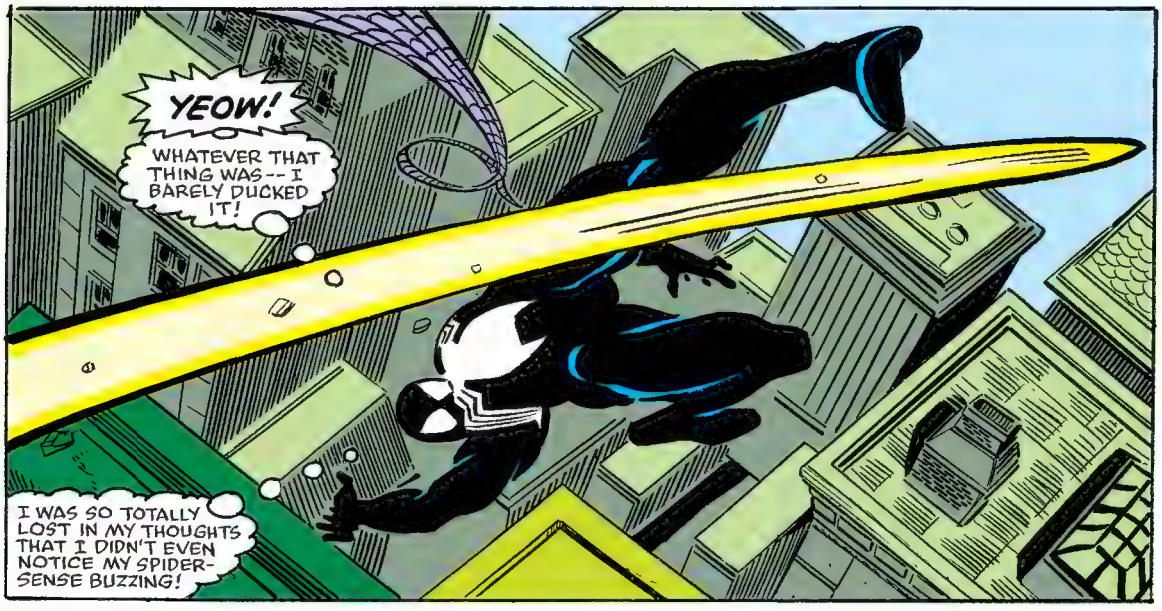

AT THAT PRECISE MOMENT, A PRIVATE JET LANDS AT NEW YORK'S LAGUARDIA AIRPORT.
ITS SOLE OCCUPANT IS IMMEDIATELY USHERED INTO A WAITING LIMOUSINE.
SOON...
I APPRECIATE THE PROMPTNESS WITH WHICH YOU HAVE RESPONDED TO MY CALL.
THINK NOTHING OF IT. THE WORK YOU OFFER IS USUALLY SO... CHALLENGING.
I HAVE AN EXCEPTIONAL CHALLENGE FOR YOU THIS TIME.
HAVE YOU EVER HEARD OF A COSTUMED VIGILANTE WHO GOES BY THE NAME OF... "SPIDER-MAN"?
OF COURSE...
HE'S ONE OF THOSE SO-CALLED "SUPER-HEROES." THIS CITY CERTAINLY SEEMS TO HAVE AN ABUNDANCE OF THEM.
WE HAVE A FEW BASED IN MY PART OF THE COUNTRY AS WELL...THOUGH THEY AREN'T AS WELL-PUBLICIZED.
WILL YOU ACCEPT THIS CHALLENGE?
YES.
GOOD. WHEN SHALL YOU BEGIN?
IMMEDIATELY!
CAN YOU GET ME ANYTHING WHICH THIS SPIDER-MAN HAS RECENTLY HANDLED?
I ANTICIPATED YOUR NEED. I HAVE THIS PIECE OF PACKING CRATE. I MADE CERTAIN THAT NO ONE ELSE TOUCHED IT.
EXCELLENT.
MR. VARLEY WILL ESCORT YOU TO A PLACE WHERE YOU CAN CHANGE.
GOOD LUCK.
CALL ME IF YOU NEED ANYTHING!
THANK YOU.
I WON'T.
17

I'M GLAD I CAME.
THIS ASSIGNMENT HAS DEFINITE POSSIBILITIES!
CREEPY GUY.
YEAH.
WHAT DID THE ROSE SAY HIS NAME WAS--?
HE DIDN'T.
HE'S BEEN IN THERE FOR TWENTY MINUTES! HOW LONG DOES IT TAKE A GUY TO CHANGE HIS CLOTHES? WHAT'S HE DOING?
BEATS ME.
HELLO--? IS EVERYTHING ALL RIGHT?
NOK! NOK!
I DON'T LIKE THIS! NOT ONE BIT!
WHY AIN'T HE ANSWERING?
VARLEY, SOMETHING TELLS ME WE BETTER OPEN THAT DOOR...
HEY! HE'S GONE--!
I DON'T GET IT! HE LEFT HIS CLOTHES BEHIND!
LOOK! THE WINDOW--!
HE COULDN'T HAVE GOTTEN OUT THIS WAY!
THE NEAREST ROOFTOP HAS GOTTA BE A GOOD FORTY FEET AWAY!
18


NEARBY...
AH! THE LIFE OF A MILLIONAIRE ENTREPRENEUR MAY HAVE ITS DISTINCT PLEASURES, BUT THEY CAN'T COMPARE WITH THIS--!
OF COURSE, MY UNCLE WOULD HAVE A FIT--IF HE EVER LEARNED THAT HIS BELOVED TRIBAL GUARDIAN WAS ALSO AN ASSASSIN FOR HIRE!
THAT'S HIS PROBLEM!
HE'S GOT NOTHING TO COMPLAIN ABOUT AS LONG AS I CONTINUE TO FULFILL MY OBLIGATIONS TO THE TRIBE!
THE WAY I CHOOSE TO ENTERTAIN MYSELF IS NOBODY'S BUSINESS BUT MY OWN!
I JUST HOPE SPIDER-MAN LIVES UP TO HIS REP! IT'S BEEN FAR TOO LONG SINCE I BATTLED ANYONE WORTH THE EFFORT.
HMM! THE SPOOR IS WEAK...BUT I THINK I'VE IDENTIFIED HIS SCENT!
NOW, COMES THE HARD PART....
I MUST BLOCK OUT ALL PHYSICAL AND MENTAL DISTRACTIONS!
MUST CHANNEL EVERYTHING...ALL CONSCIOUSNESS ...THE VERY ESSENCE OF MY BEING...
...INTO A SINGLE, HEIGHTENED SENSE!
IT IS SAID THAT EVERY LIVING THING HAS ITS OWN, UNIQUE SCENT...
IN A CITY WHOSE POPULATION NUMBERS IN THE MILLIONS, PUMA ATTEMPTS TO PINPOINT ONE MAN...
ONE VERY SPECIAL MAN...
FOR MORE THAN AN HOUR HE SITS RIGID AS STONE...
SORTING...
SEARCHING...
AND THEN...
I'VE DONE IT! I'VE FOUND HIM!
INCREDIBLY POWERFUL LEG MUSCLES PROPEL HIM UPWARD AND FORWARD ON A DIRECT ROUTE TO HIS PREY!
19


MEANWHILE...
÷YAWN÷ WHY DO I ALWAYS SEEM TO HAVE SO MUCH TROUBLE MANAGING MY OWN LIFE?
I JUST CAN'T THINK OF A WAY TO PATCH THINGS UP BETWEEN ME AND AUNT MAY!
THE WOMAN PRACTICALLY RAISED ME! SHE'S ALWAYS BEEN ONE OF THE CORNER-STONES OF MY LIFE!
÷YAWN÷ THERE'S GOTTA BE A SOLUTION! MAYBE I'M JUST TOO ZONKED TO SEE IT!
SO THAT'S SPIDER-MAN--!
HOW DISAPPOINTING! I'D HOPED FOR SOMEONE MUCH MORE IMPRESSIVE! BIGGER! MORE POWERFUL!
THERE MUST BE MORE TO HIM THAN MEETS THE EYE!
PERHAPS A LITTLE TEST IS IN ORDER--!
RIPP
AND, AS IF I DIDN'T HAVE ENOUGH PROBLEMS, THERE'S THE LITTLE MATTER OF THE HOBGOBLIN'S MISSING BATTLE VAN!
IT VANISHED ON ITS WAY TO THE POLICE IMPOUND YARD!*
WHO TOOK IT...AND, MORE IMPORTANTLY, WHY--?
HEY! MY SPIDER-SENSE--!
WHAT THE--?!
20

*IN ISSUE # 254--DANNY.


YEOW!
WHATEVER THAT THING WAS-- I BARELY DUCKED IT!
I WAS SO TOTALLY LOST IN MY THOUGHTS THAT I DIDN'T EVEN NOTICE MY SPIDER-SENSE BUZZING!

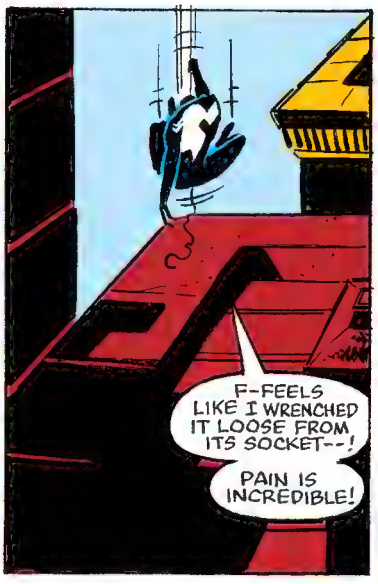
CAN'T WORRY ABOUT THAT NOW!

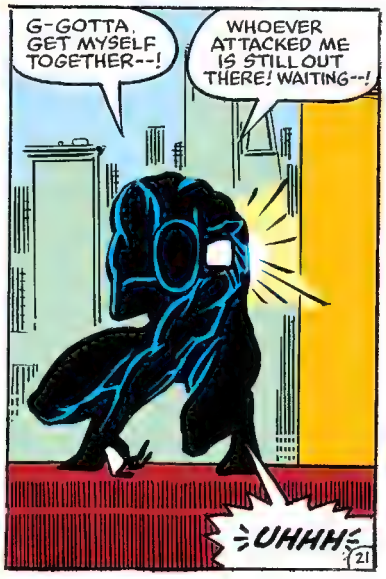
GOTTA TRY TO SLOW MY FALL--!
DESPERATE, ACTING ON INSTINCT ALONE, SPIDER-MAN REACHES OUT TOWARD THE NEARBY BUILDING...

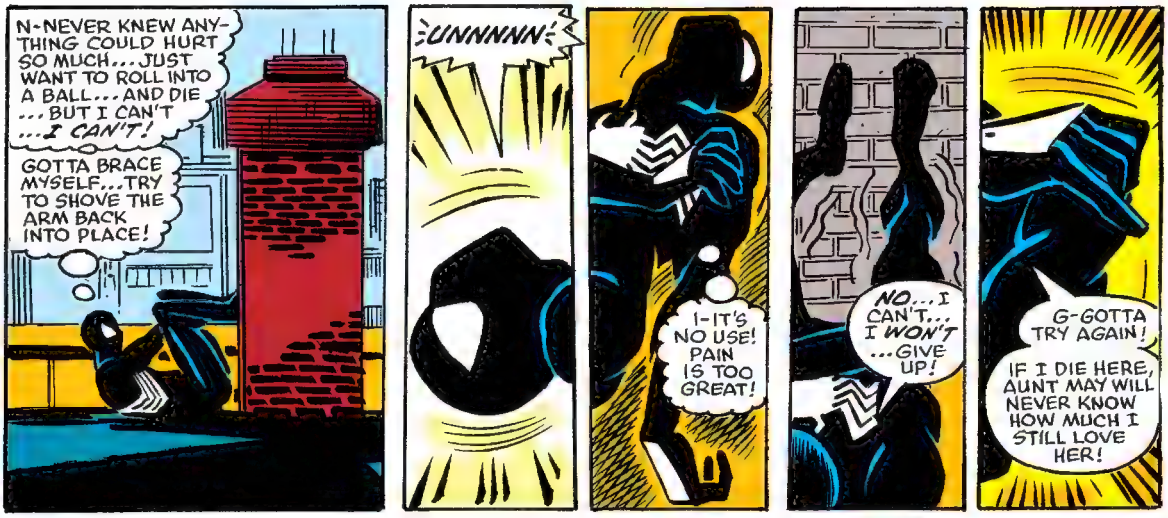
HIS FINGERS SCRAPE ALONG ITS ROUGH EDGE--
--UNTIL HE MANAGES TO FLATTEN THEM AGAINST THE SIDE OF THE BUILDING!

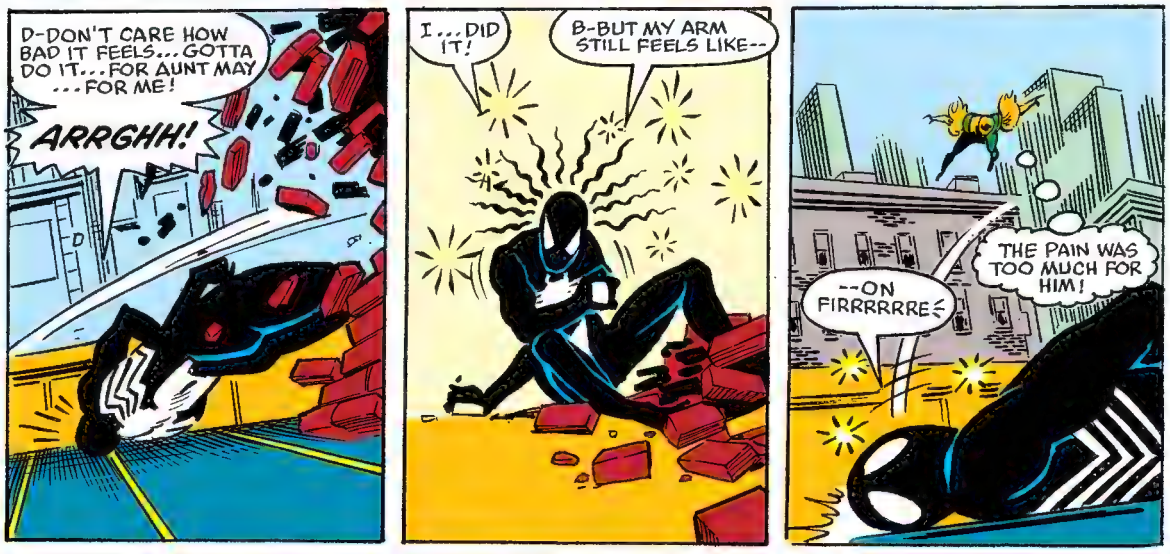
AND THEN, OWING TO HIS UNCANNY ABILITY TO ADHERE TO ANY SURFACE--
--THEY HOLD!

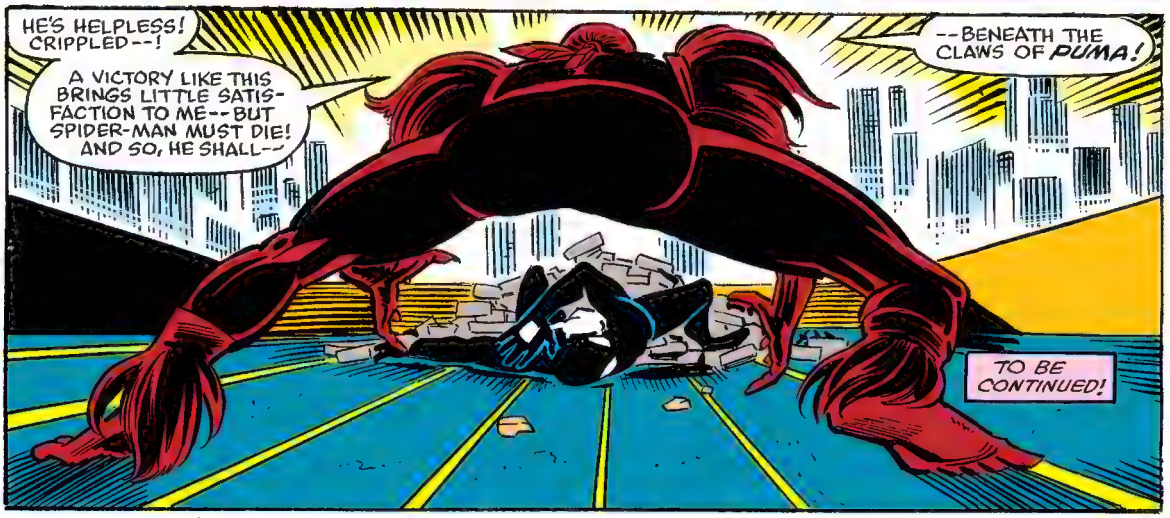
ARGGG!
MY ARM--!
SNAP!
FWOK!


F-FEELS LIKE I WRENCHED IT LOOSE FROM ITS SOCKET--!
PAIN IS INCREDIBLE!


G-GOTTA GET MYSELF TOGETHER--!
WHOEVER ATTACKED ME IS STILL OUT THERE! WAITING--!
UHHH
21


N-NEVER KNEW ANYTHING COULD HURT SO MUCH... JUST WANT TO ROLL INTO A BALL... AND DIE ...BUT I CAN'T ...I CAN'T!
GOTTA BRACE MYSELF... TRY TO SHOVE THE ARM BACK INTO PLACE!
UNNNNN!
I-IT'S NO USE! PAIN IS TOO GREAT!
NO... I CAN'T... I WON'T ...GIVE UP!
G-GOTTA TRY AGAIN!
IF I DIE HERE, AUNT MAY WILL NEVER KNOW HOW MUCH I STILL LOVE HER!


D-DON'T CARE HOW BAD IT FEELS... GOTTA DO IT... FOR AUNT MAY ...FOR ME!
ARRGHH!
I... DID IT!
B-BUT MY ARM STILL FEELS LIKE--
--ON FIRRRRRRE!
THE PAIN WAS TOO MUCH FOR HIM!


HE'S HELPLESS! CRIPPLED--!
A VICTORY LIKE THIS BRINGS LITTLE SATISFACTION TO ME--BUT SPIDER-MAN MUST DIE! AND SO, HE SHALL--
--BENEATH THE CLAWS OF PUMA!
TO BE CONTINUED!

NEXT ISSUE! THE BLACK CAT ENRAGED! A STARTLING REVELATION FROM MARY JANE WATSON--WHICH WILL CHANGE PETER PARKER'S LIFE FOREVER! PLUS--THE SURPRISING RETURN OF THE MOST REQUESTED SPIDER-VILLAIN OF RECENT TIMES! (GUESS WHO!) DON'T MISS--

"THE FURY OF... PUMA!"

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APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN
F/R

SPIDER-MAN
Stan Lee PRESENTS:
"BEWARE THE CLAWS OF PUMA!"
SPIDER-MAN IS STILL HELPLESS! UNCONSCIOUS--!
BAH! A VICTORY LIKE THIS BRINGS NO PLEASURE TO PUMA--BUT THE WEB-SWINGER MUST DIE! AND SO, HE SHALL...
MERE MOMENTS AGO, THE EVER-SPECTACULAR SPIDER-MAN DISLOCATED HIS LEFT ARM WHEN HE WAS UNEXPECTEDLY ATTACKED BY THE MAN-BEAST KNOWN AS PUMA! AFTER HEROICALLY SHOVING HIS ARM BACK INTO PLACE, OUR HERO FINALLY SUCCUMBED TO THE INCREDIBLE PAIN! AND NOW...
STAN LEE PRESENTS:
TOM DEFALCO -- WRITER
RON FRENZ -- PENCILER
JOSEF RUBINSTEIN -- INKER
JOE ROSEN -- LETTERER
CHRISTIE SCHEELE -- COLORIST
DANNY FINGEROTH -- EDITOR
JIM SHOOTER -- EDITOR-IN-CHIEF

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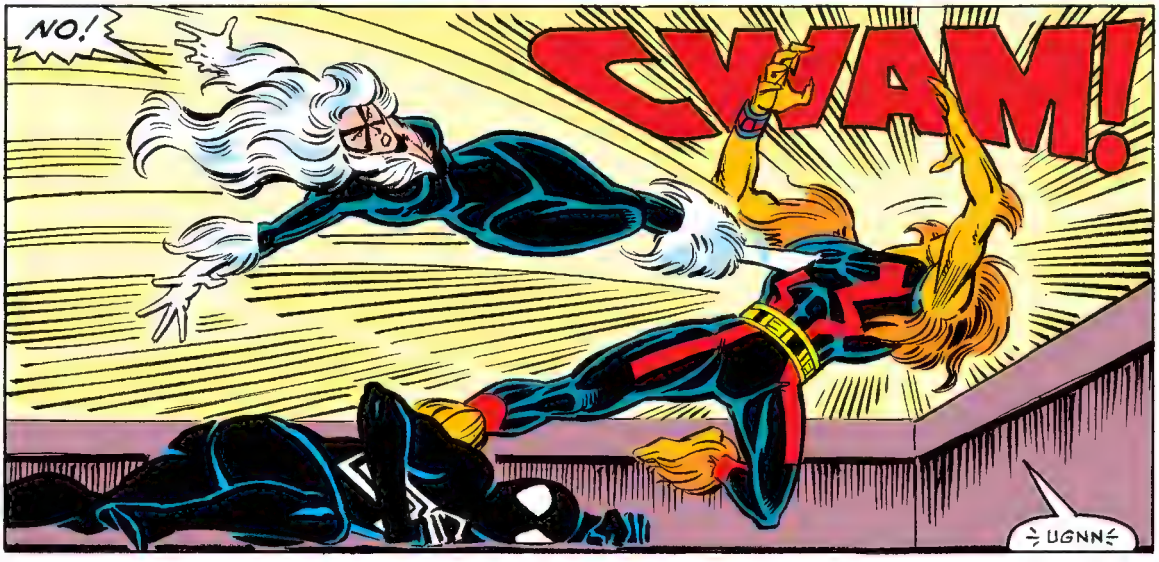
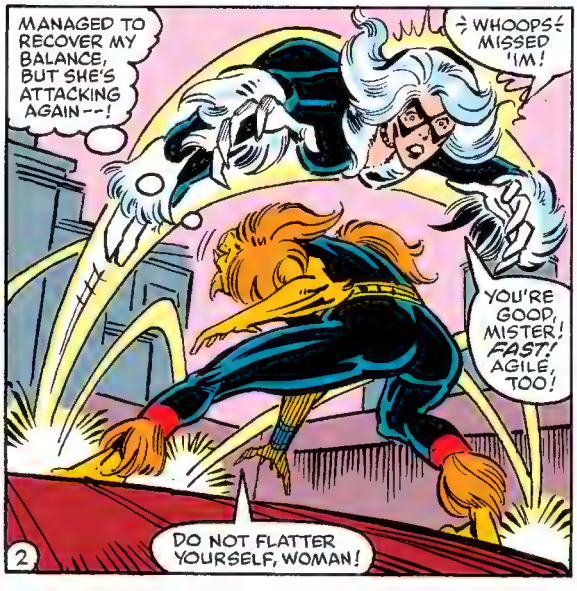
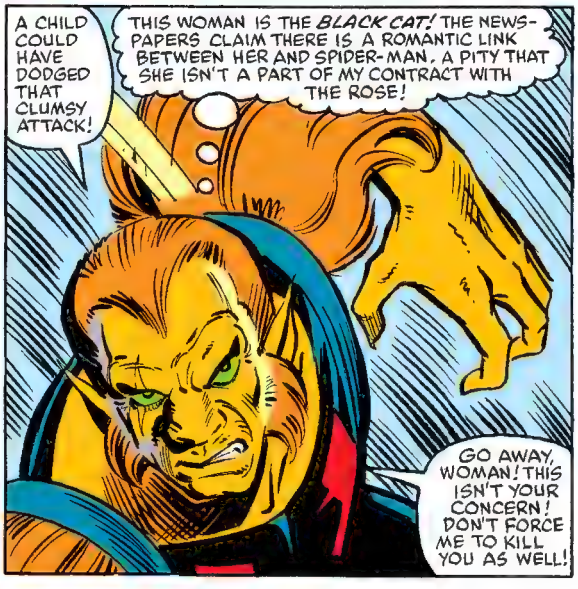
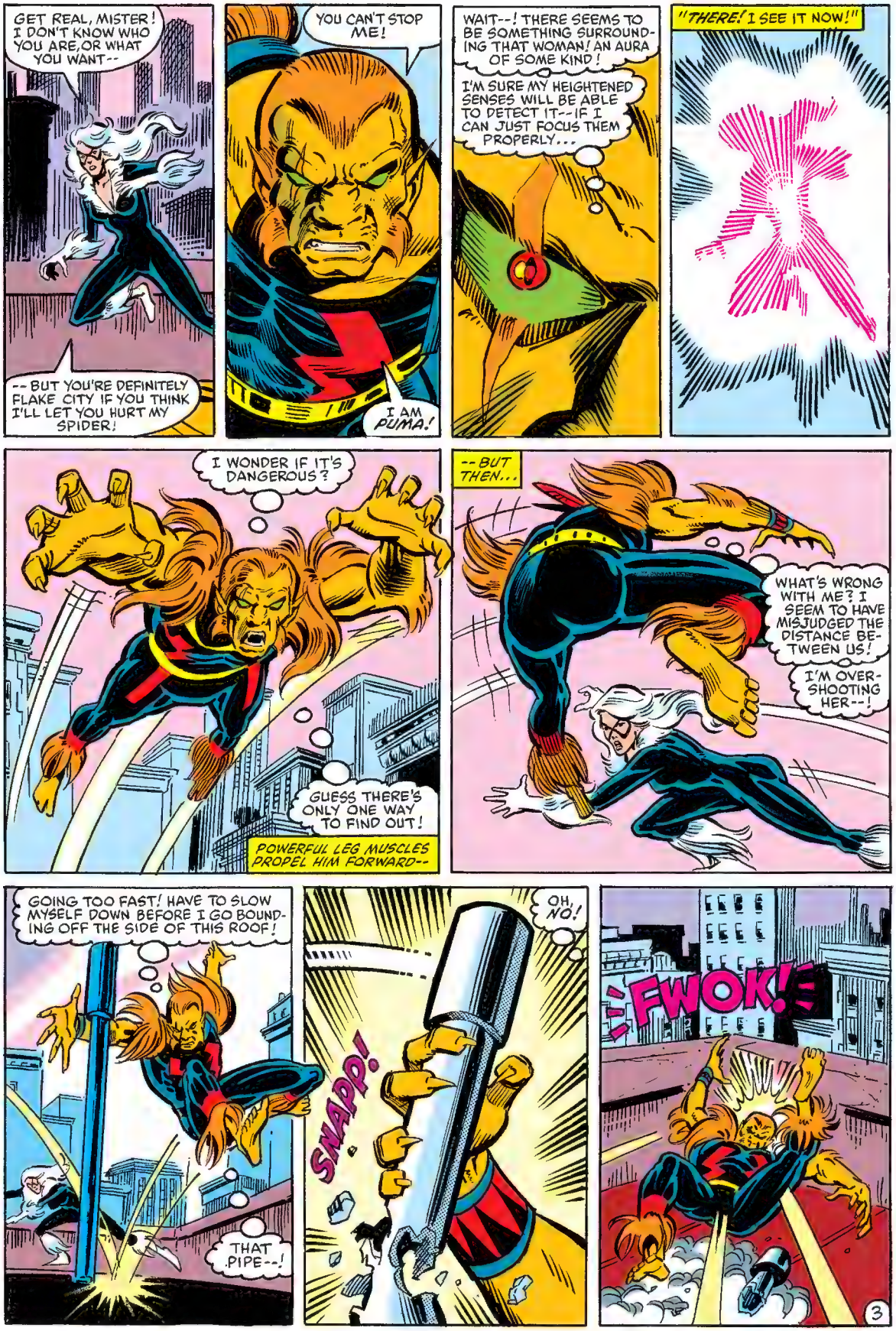
THIS IS ALMOST TOO EASY!
WHEN THE ROSE FIRST HIRED ME TO KILL SPIDER-MAN, HE PROMISED ME A WORTHY FOE!
A TRUE CHALLENGE TO THE POWER OF PUMA!
THE ROSE LIED!
SPIDER-MAN IS A WEAKLING! A COWARD!
HE DESERVES TO DIE!

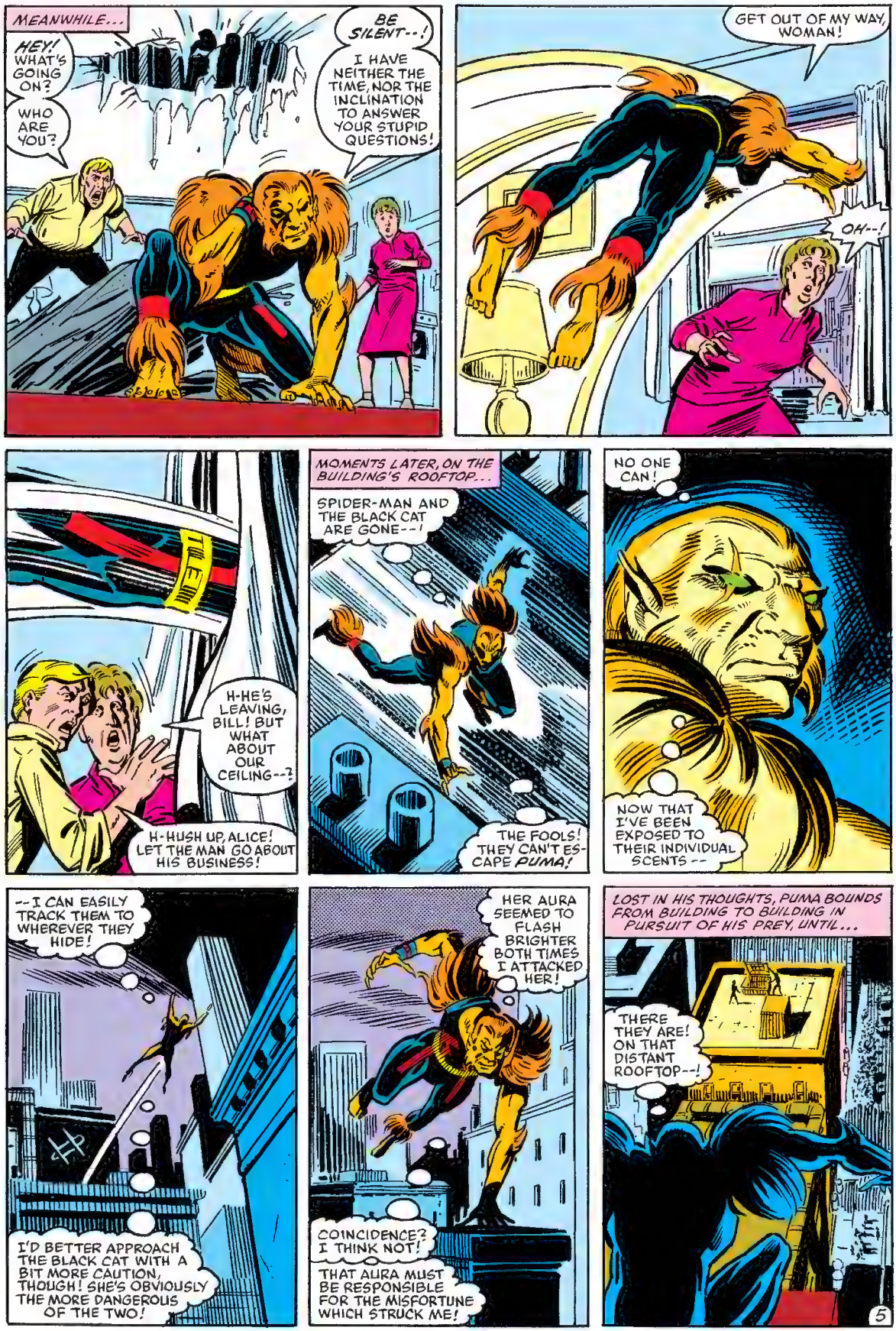

NO!
CYYAM!
÷UGNN÷


MANAGED TO RECOVER MY BALANCE, BUT SHE'S ATTACKING AGAIN--!
÷WHOOPS÷ MISSED 'IM!
YOU'RE GOOD, MISTER! FAST! AGILE, TOO!
DO NOT FLATTER YOURSELF, WOMAN!
2


A CHILD COULD HAVE DODGED THAT CLUMSY ATTACK!
THIS WOMAN IS THE BLACK CAT! THE NEWSPAPERS CLAIM THERE IS A ROMANTIC LINK BETWEEN HER AND SPIDER-MAN, A PITY THAT SHE ISN'T A PART OF MY CONTRACT WITH THE ROSE!
GO AWAY, WOMAN! THIS ISN'T YOUR CONCERN! DON'T FORCE ME TO KILL YOU AS WELL!


GET REAL, MISTER! I DON'T KNOW WHO YOU ARE, OR WHAT YOU WANT--
-- BUT YOU'RE DEFINITELY FLAKE CITY IF YOU THINK I'LL LET YOU HURT MY SPIDER!
YOU CAN'T STOP ME!
I AM PUMA!
WAIT--! THERE SEEMS TO BE SOMETHING SURROUNDING THAT WOMAN! AN AURA OF SOME KIND!
I'M SURE MY HEIGHTENED SENSES WILL BE ABLE TO DETECT IT--IF I CAN JUST FOCUS THEM PROPERLY...
"THERE! I SEE IT NOW!"
I WONDER IF IT'S DANGEROUS?
GUESS THERE'S ONLY ONE WAY TO FIND OUT!
POWERFUL LEG MUSCLES PROPEL HIM FORWARD--
--BUT THEN...
WHAT'S WRONG WITH ME? I SEEM TO HAVE MISJUDGED THE DISTANCE BETWEEN US!
I'M OVERSHOOTING HER--!
GOING TOO FAST! HAVE TO SLOW MYSELF DOWN BEFORE I GO BOUNDING OFF THE SIDE OF THIS ROOF!
THAT PIPE--!
SNAPP!
OH, NO!
FWOK!
3

NOTHING LIKE THAT HAS EVER HAPPENED TO ME BEFORE! MY SENSE OF BALANCE IS PERFECT!
COULD THE CAT'S MYSTERIOUS AURA HAVE CAUSED IT?
SEEKING TO CONFIRM HIS SUSPICIONS, PUMA SPRINGS TO HIS FEET, RENEWING HIS ONSLAUGHT ON THE CAT...
BUT THEN...
THE ROOF--! IT'S GIVING WAY BENEATH ME!
KRACKKK!
TA-TA, FUR FACE!
NOW YOU KNOW WHAT HAPPENS WHEN THE BLACK CAT CROSSES YOUR PATH!
÷UNNN÷
SPIDER! YOU'RE AWAKE--!
C-CAT, IS THAT YOU?
WHO ELSE?
DON'T WORRY ABOUT THAT CLOWN WHO ATTACKED YOU, HON! I JUST TOOK CARE OF HIM!
HEY! YOU DON'T LOOK SO GOOD! ANYTHING I CAN DO TO HELP--?
AGGH! MY SHOULDER--!
OH, I'M SO SORRY! I...I DIDN'T KNOW!
H-HOW COULD YOU? I... INJURED IT IN A FREAK FALL! IT STILL HURTS, BUT NOT AS BAD AS IT DID EARLIER!
THIS WEBBING SHOULD HELP KEEP THE STRAIN OFF IT!
LOOK, WE'D BETTER GET OUT OF HERE!
PWIP!
ARE YOU SURE YOU CAN TRAVEL?
NO, BUT I CAN TRY!
MINUTES LATER...
POOR SPIDER! HE'S PUTTING UP A BRAVE FRONT FOR MY SAKE, BUT IT'S OBVIOUS THAT HE'S IN GREAT PAIN!
HANG ON, LOVER! YOUR APARTMENT IS ONLY A FEW BLOCKS AWAY!
4


MEANWHILE...
HEY! WHAT'S GOING ON?
WHO ARE YOU?
BE SILENT--!
I HAVE NEITHER THE TIME, NOR THE INCLINATION TO ANSWER YOUR STUPID QUESTIONS!
GET OUT OF MY WAY, WOMAN!
OH--!
H-HE'S LEAVING, BILL! BUT WHAT ABOUT OUR CEILING--?
H-HUSH UP, ALICE! LET THE MAN GO ABOUT HIS BUSINESS!
MOMENTS LATER, ON THE BUILDING'S ROOFTOP...
SPIDER-MAN AND THE BLACK CAT ARE GONE--!
THE FOOLS! THEY CAN'T ESCAPE PUMA!
NO ONE CAN!
NOW THAT I'VE BEEN EXPOSED TO THEIR INDIVIDUAL SCENTS --
--I CAN EASILY TRACK THEM TO WHEREVER THEY HIDE!
I'D BETTER APPROACH THE BLACK CAT WITH A BIT MORE CAUTION, THOUGH! SHE'S OBVIOUSLY THE MORE DANGEROUS OF THE TWO!
HER AURA SEEMED TO FLASH BRIGHTER BOTH TIMES I ATTACKED HER!
COINCIDENCE? I THINK NOT!
THAT AURA MUST BE RESPONSIBLE FOR THE MISFORTUNE WHICH STRUCK ME!
LOST IN HIS THOUGHTS, PUMA BOUNDS FROM BUILDING TO BUILDING IN PURSUIT OF HIS PREY, UNTIL...
THERE THEY ARE! ON THAT DISTANT ROOFTOP--!
5

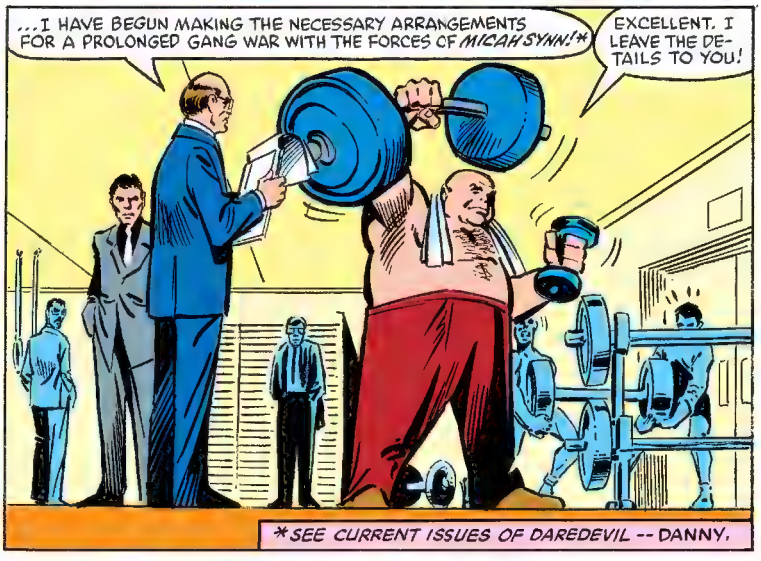
HOLD IT, CAT! MY SPIDER-SENSE IS TINGLING!
I SENSE DANGER--!
WHAT COULD IT BE--?
I DON'T SEE ANYTHING OUT OF THE ORDINARY! MAYBE I'M JUST JUMPY.
HE'S FAST--! I BARELY GOT DOWN IN TIME!
NO NEED TO CONTINUE THIS BATTLE NOW! I'M ONLY BEING PAID TO KILL SPIDER-MAN. WHY SHOULD I KILL THE CAT FOR FREE?
I'LL RETURN LATER ...AFTER I'VE HAD A CHANCE TO REFRESH MYSELF!
MEANWHILE...
EASY DOES IT, LOVER. YOU'RE HOME NOW.
YEAH...
THANKS, CAT. I MIGHT NOT HAVE MADE IT WITHOUT YOU.
MY ARM'S STILL THROBBING.
BUT AT LEAST I WON'T HAVE TO WRESTLE WITH MY COSTUME TO GET A LOOK AT IT! ALL I HAVE TO DO IS--
UNNH!
SPIDER--! WHAT IS IT?
MY COSTUME--!
IT USUALLY OBEYS MY EVERY THOUGHT, BUT IT'S NOT RESPONDING TO MY MENTAL COMMANDS--!
I CAN'T SEEM TO GET IT TO LEAVE ME--!
UGNNN
AT LAST! IT'S STARTING TO MELT OFF ME...
I DON'T UNDERSTAND ...IT NEVER GAVE ME A PROBLEM BEFORE! WHAT COULD BE WRONG WITH IT?
ARE YOU KIDDING!? LOOK AT IT SNAKING ACROSS THE FLOOR LIKE THAT--!
WHAT COULD BE RIGHT WITH IT?
6

YOU'VE BEEN MEANING TO GET IT CHECKED OUT BY REED RICHARDS EVER SINCE YOU BROUGHT IT BACK FROM THAT WAR AT THE OTHER END OF THE UNIVERSE!
I KNOW. BUT MY LIFE HAS BEEN SO CRAZY LATELY THAT I HAVEN'T HAD TIME.
MAYBE YOU'D BETTER MAKE TIME.
*SEE THE ONGOING MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS --DANNY.

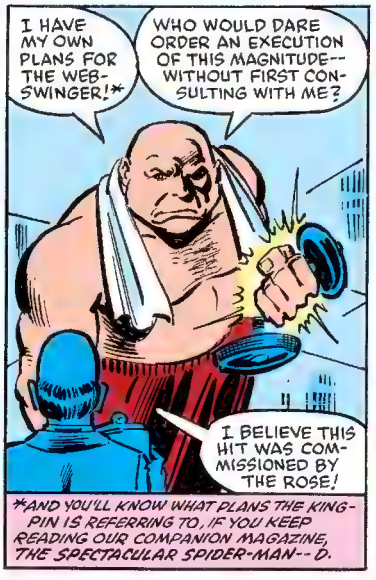
HEY! MY ARM DOESN'T LOOK A BAD AS I FEL ED--!
IT'LL PROBABLY BE AWFUL SORE FOR THE NEXT FEW WEEKS, BUT THERE DOESN'T SEEM TO BE ANY PERMANENT DAMAGE!
THAT'S GREAT!
WHAT A DUMP! I STILL CAN'T BELIEVE MY SPIDER REALLY LIVES HERE IN HIS CIVILIAN IDENTITY!

GUESS I JUST DON'T UNDERSTAND SPIDER. WHY WOULD HE EVER WANT TO BE A NORMAL PERSON LIKE PETER PARKER, WHEN HE COULD BE SPIDER-MAN ALL THE TIME?
I LOVE HIM. I DO! BUT NOW THAT HE'S TAKEN OFF HIS MASK, I CAN HARDLY BEAR TO LOOK AT HIM...

MEANWHILE, AT A MIDTOWN MANHATTAN SKYSCRAPER...
AS PER YOUR INSTRUCTIONS...


...I HAVE BEGUN MAKING THE NECESSARY ARRANGEMENTS FOR A PROLONGED GANG WAR WITH THE FORCES OF MICAH SYNN!*
EXCELLENT. I LEAVE THE DETAILS TO YOU!
*SEE CURRENT ISSUES OF DAREDEVIL -- DANNY.

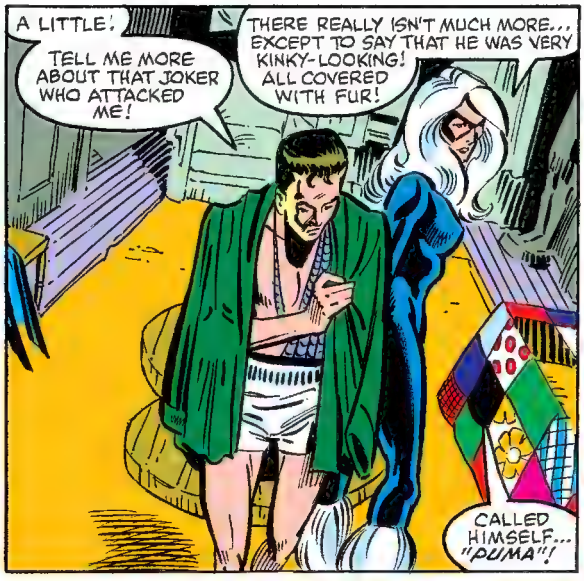
ONE LAST ITEM--AS THE KINGPIN OF CRIME, THE RULER OF THE UNDERWORLD, YOU MUST BE MADE AWARE OF THE FACT THAT SOMEONE IN YOUR EMPLOY HAS HIRED A PROFESSIONAL ASSASSIN TO ELIMINATE SPIDER-MAN!
WHAT--?!


I HAVE MY OWN PLANS FOR THE WEB-SWINGER!*
WHO WOULD DARE ORDER AN EXECUTION OF THIS MAGNITUDE--WITHOUT FIRST CONSULTING WITH ME?
I BELIEVE THIS HIT WAS COMMISSIONED BY THE ROSE!
*AND YOU'LL KNOW WHAT PLANS THE KINGPIN IS REFERRING TO, IF YOU KEEP READING OUR COMPANION MAGAZINE, THE SPECTACULAR SPIDER-MAN-- D.

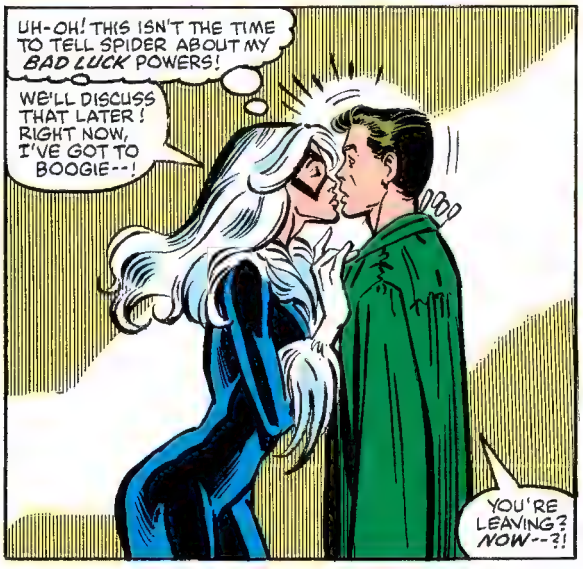
ARRANGE A MEETING BETWEEN ME AND THE ROSE. IT'S TIME HE LEARNED THE FACTS OF LIFE...
...AND DEATH!

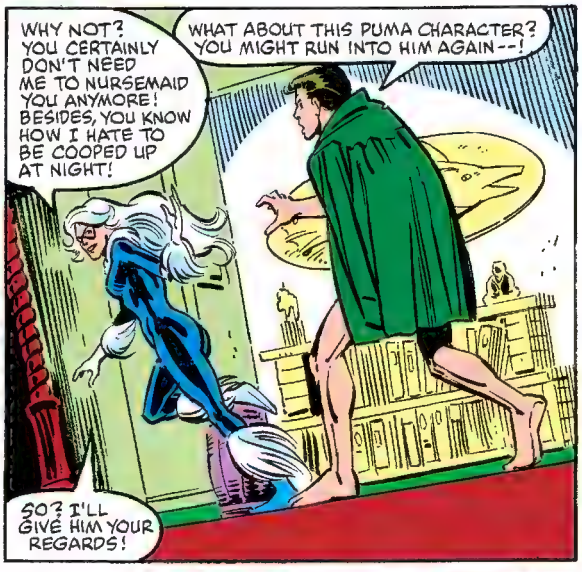
A FEW BLOCKS AWAY, AT THE SAINT LAUREN SUMMIT, ONE OF THE CITY'S MORE PRESTIGIOUS HOTELS...
...IN THE LUXURY SUITE RESERVED FOR THOMAS FIREHEART...
AH! NOTHING REFRESHES LIKE A HOT SHOWER!
I KNOW IT'S LATE, BUT I REALLY SHOULD CHECK IN WITH MY HOME OFFICE
HEARTSDALE, NEW MEXICO...
FIREHEART ENTERPRISES...
FIREHEART
THOMAS! I'M GLAD YOU CALLED.
GOOD NEWS. CONGRESSMAN CRESPI PHONED EARLIER TO SAY THAT THE CITY COUNCIL APPROVED--
"--THREE OF THE FOUR SITES FOR THE NEW SHOPPING MALLS YOU PLANNED TO BUILD!"
EXCELLENT!
I DON'T KNOW WHAT I'D DO WITHOUT JENNA TAYLOR TO RUN THINGS WHILE I WAS AWAY!
JUST HAVE TO MAKE ONE MORE CALL--
"--TO THE ROSE!"
IT'S FOR YOU, BOSS. THE PUMA!
GOOD EVENING, MY FRIEND...I TRUST ALL IS GOING WELL. YOU EXPECT TO COMPLETE YOUR MISSION TONIGHT? EXCELLENT!
BZIT
WHO CAN THAT BE?
I AM THE ARRANGER, AND I BRING YOU GREETINGS FROM--
--THE KINGPIN OF CRIME!
8

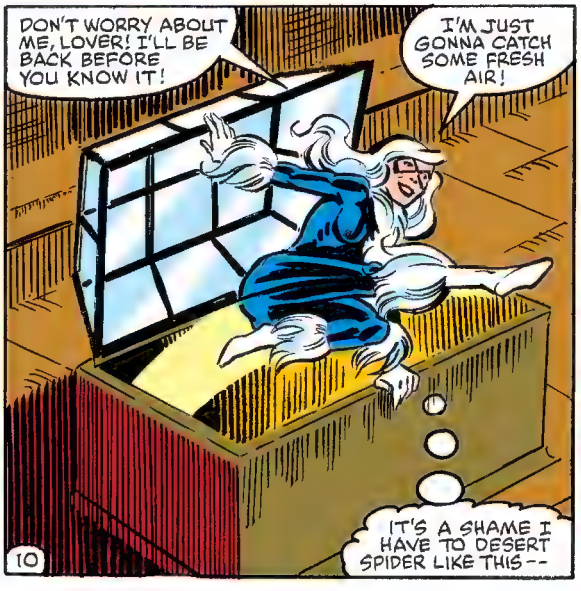
THE ROSE SEEMED A BIT DISTRACTED WHEN HE HUNG UP. I HOPE NOTHING'S WRONG. I HAVE YET TO COLLECT MY FEE.
HHM! I'M GLAD I REMEMBERED TO BRING A SPARE COSTUME. THE ONE I WORE EARLIER IS STILL IN DESPERATE NEED OF A GOOD DRY CLEANING.
A PITY I COULDN'T TRUST IT TO THE HOTEL'S VALET SERVICE--
--BUT THAT'S NOT AN OPTION IF ONE WISHES TO KEEP HIS IDENTITY A SECRET!
I MUST NOW DRIVE AWAY ALL EXTERNAL DISTRACTIONS...
MUST MARSHAL ALL OF MY THOUGHTS AND FOCUS INWARD...
MUST CONCENTRATE...
CONCENTRATE...
ARGGH
MOMENTS LATER, COVERING AN UNBELIEVABLE THIRTY-FIVE FEET WITH EVERY LEAP, THE PUMA BOUNDS ACROSS THE CITY'S ROOFTOPS...
THE HUNT IS ON!
AND, AT 410 CHELSEA STREET...
FEELING ANY BETTER--?


A LITTLE!
TELL ME MORE ABOUT THAT JOKER WHO ATTACKED ME!
THERE REALLY ISN'T MUCH MORE... EXCEPT TO SAY THAT HE WAS VERY KINKY-LOOKING! ALL COVERED WITH FUR!
CALLED HIMSELF... "PUMA"!

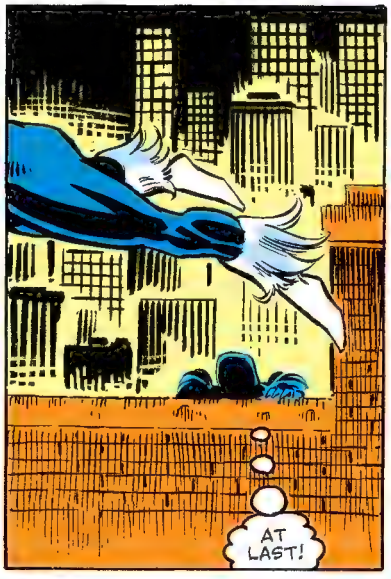
LIKE THE RUNNING SHOE--?! ...SHEESH! WHERE DO THEY COME UP WITH THESE HOKEY NAMES?
WHO KNOWS?
I WOULDN'T WORRY ABOUT HIM, THOUGH. CONSIDERING THE WAY I CLOBBERED HIM THIS AFTERNOON, HE'D BE A FOOL TO RETURN FOR A REMATCH!
Y'KNOW, YOU NEVER DID TELL ME EXACTLY HOW YOU MANAGED TO BEAT HIM...


UH-OH! THIS ISN'T THE TIME TO TELL SPIDER ABOUT MY BAD LUCK POWERS!
WE'LL DISCUSS THAT LATER! RIGHT NOW, I'VE GOT TO BOOGIE--!
YOU'RE LEAVING? NOW--?!

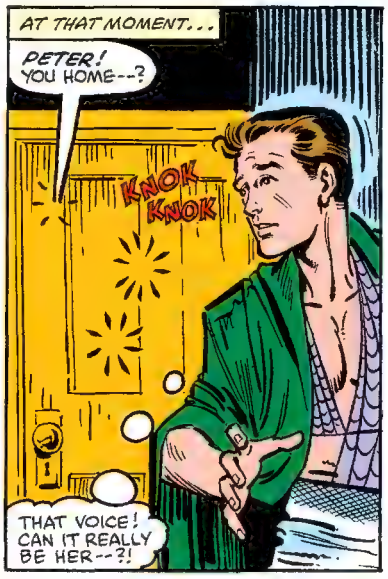

WHY NOT? YOU CERTAINLY DON'T NEED ME TO NURSEMAID YOU ANYMORE! BESIDES, YOU KNOW HOW I HATE TO BE COOPED UP AT NIGHT!
WHAT ABOUT THIS PUMA CHARACTER? YOU MIGHT RUN INTO HIM AGAIN--!
SO? I'LL GIVE HIM YOUR REGARDS!

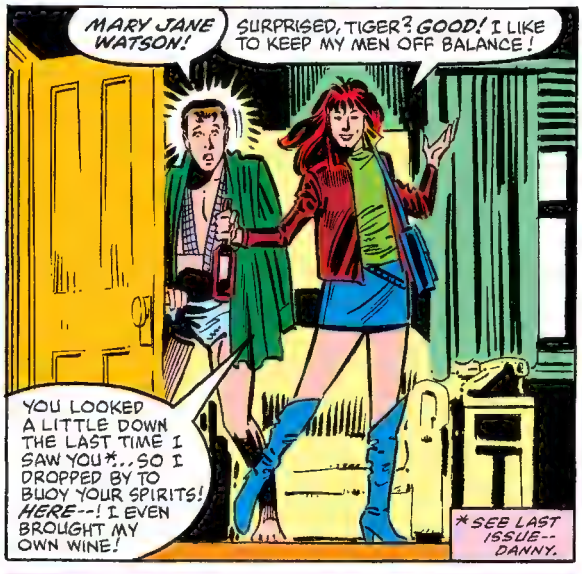

DON'T WORRY ABOUT ME, LOVER! I'LL BE BACK BEFORE YOU KNOW IT!
I'M JUST GONNA CATCH SOME FRESH AIR!
IT'S A SHAME I HAVE TO DESERT SPIDER LIKE THIS--
10

--BUT I WAS GOING STIR CRAZY IN THAT DREARY APARTMENT!
WHAT A HOLE! I'VE BEEN IN MAUSOLEUMS WHICH WERE LIVELIER!
SPRINGING TO A NEARBY BUILDING, THE BLACK CAT RACES INTO THE DEEPENING NIGHT...

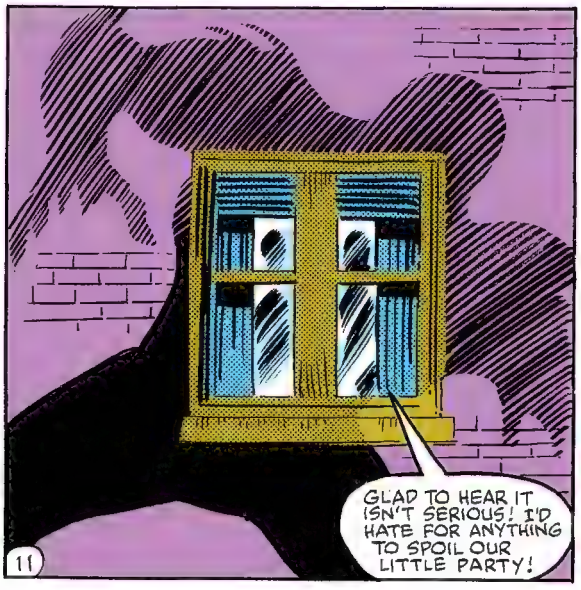

AT LAST!

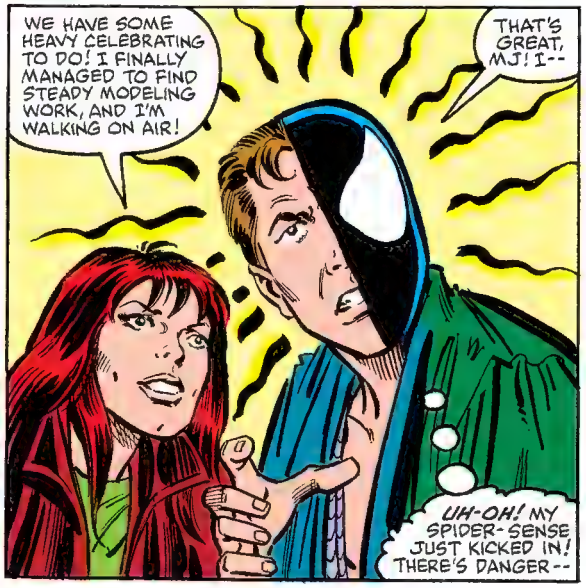
SPIDER-MAN IS ALONE! UNPROTECTED--!


AT THAT MOMENT...
PETER! YOU HOME--?
KNOK KNOK
THAT VOICE! CAN IT REALLY BE HER--?!

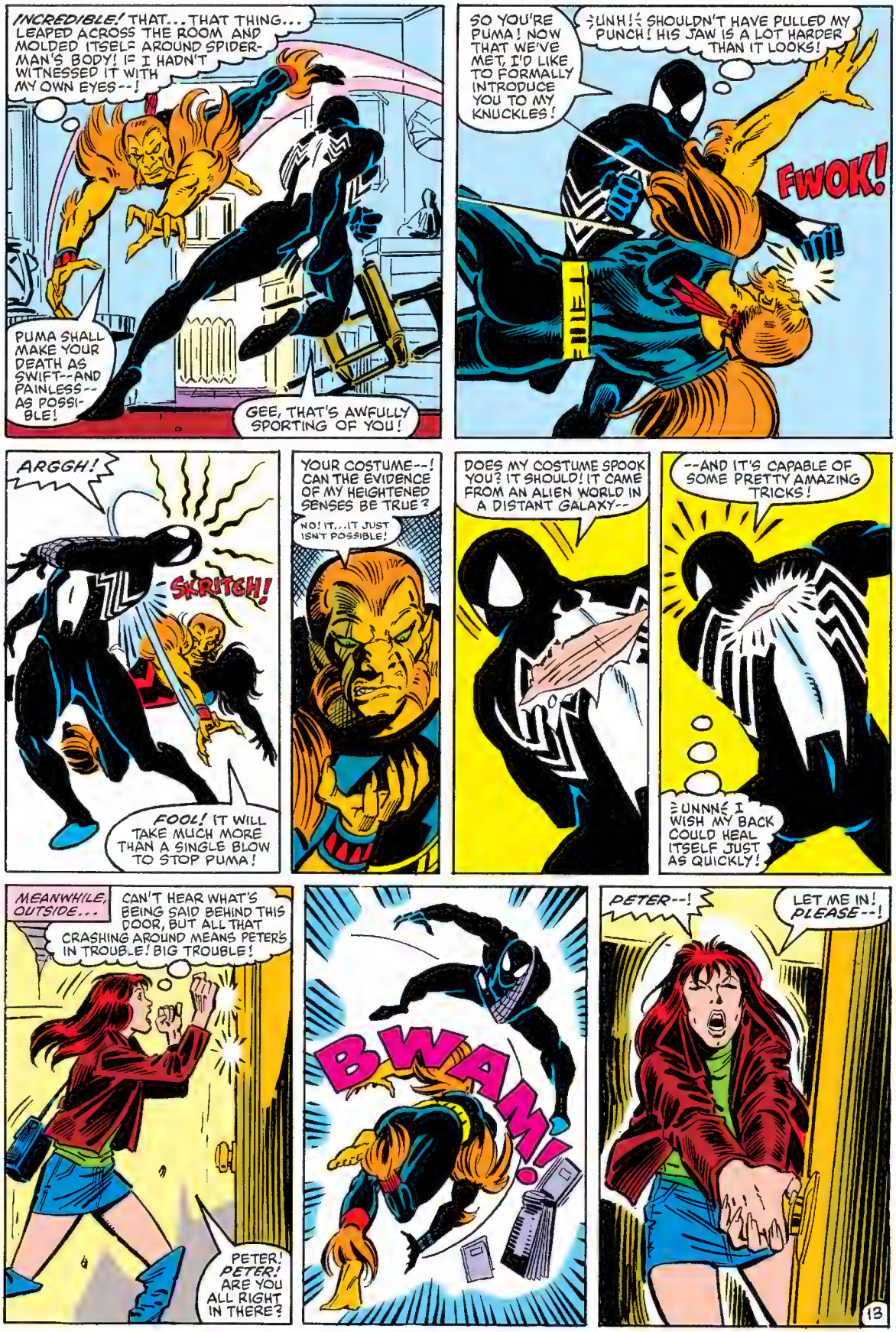

MARY JANE WATSON!
SURPRISED, TIGER? GOOD! I LIKE TO KEEP MY MEN OFF BALANCE!
YOU LOOKED A LITTLE DOWN THE LAST TIME I SAW YOU*.. SO I DROPPED BY TO BUOY YOUR SPIRITS! HERE--! I EVEN BROUGHT MY OWN WINE!
*SEE LAST ISSUE-- DANNY.

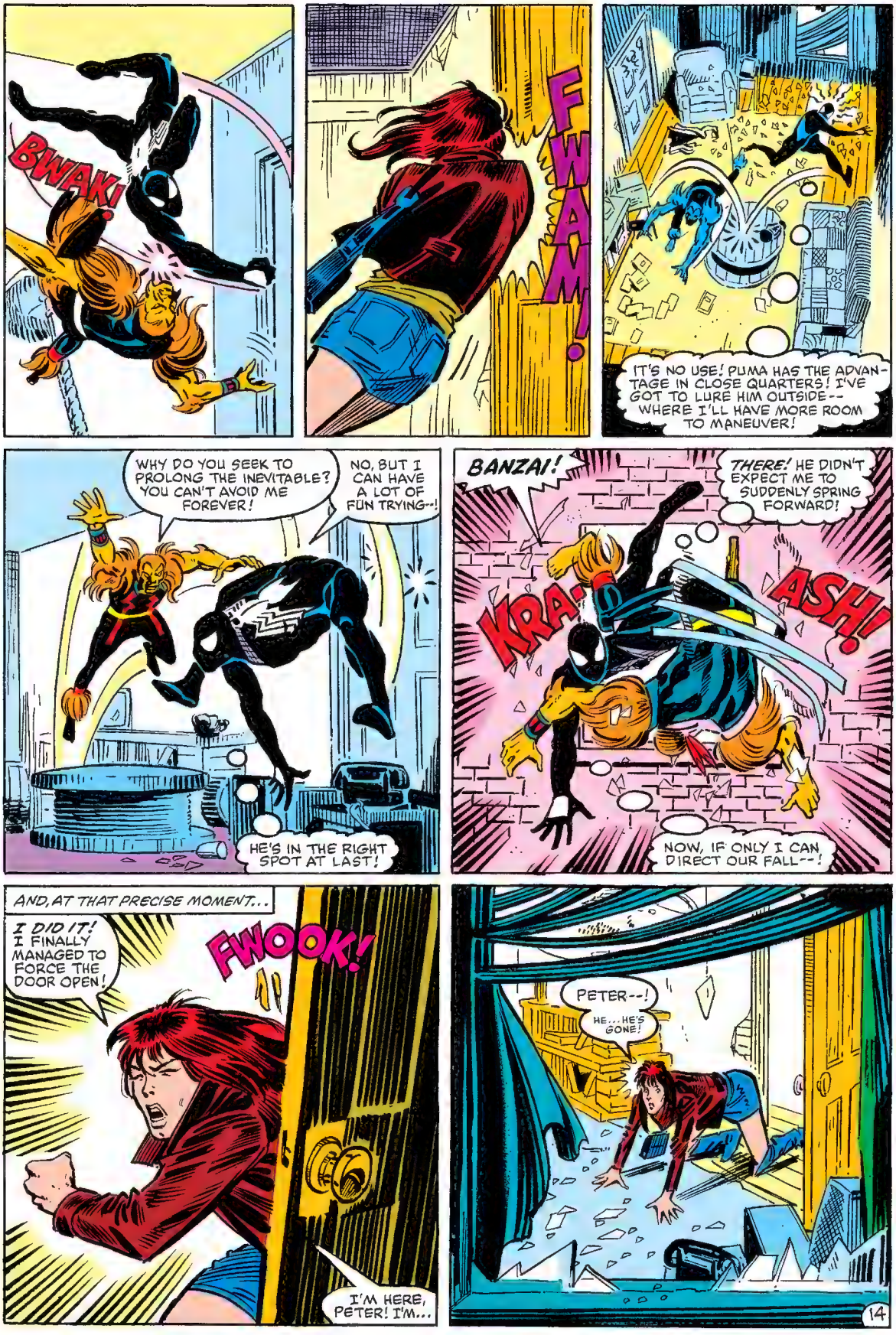
HEY! WHAT'S WITH THE DAMAGED WING? WHAT HAPPENED?!
IT'S NOTHING! I, ER, SPRAINED IT PLAYING RACQUETBALL.


GLAD TO HEAR IT ISN'T SERIOUS! I'D HATE FOR ANYTHING TO SPOIL OUR LITTLE PARTY!

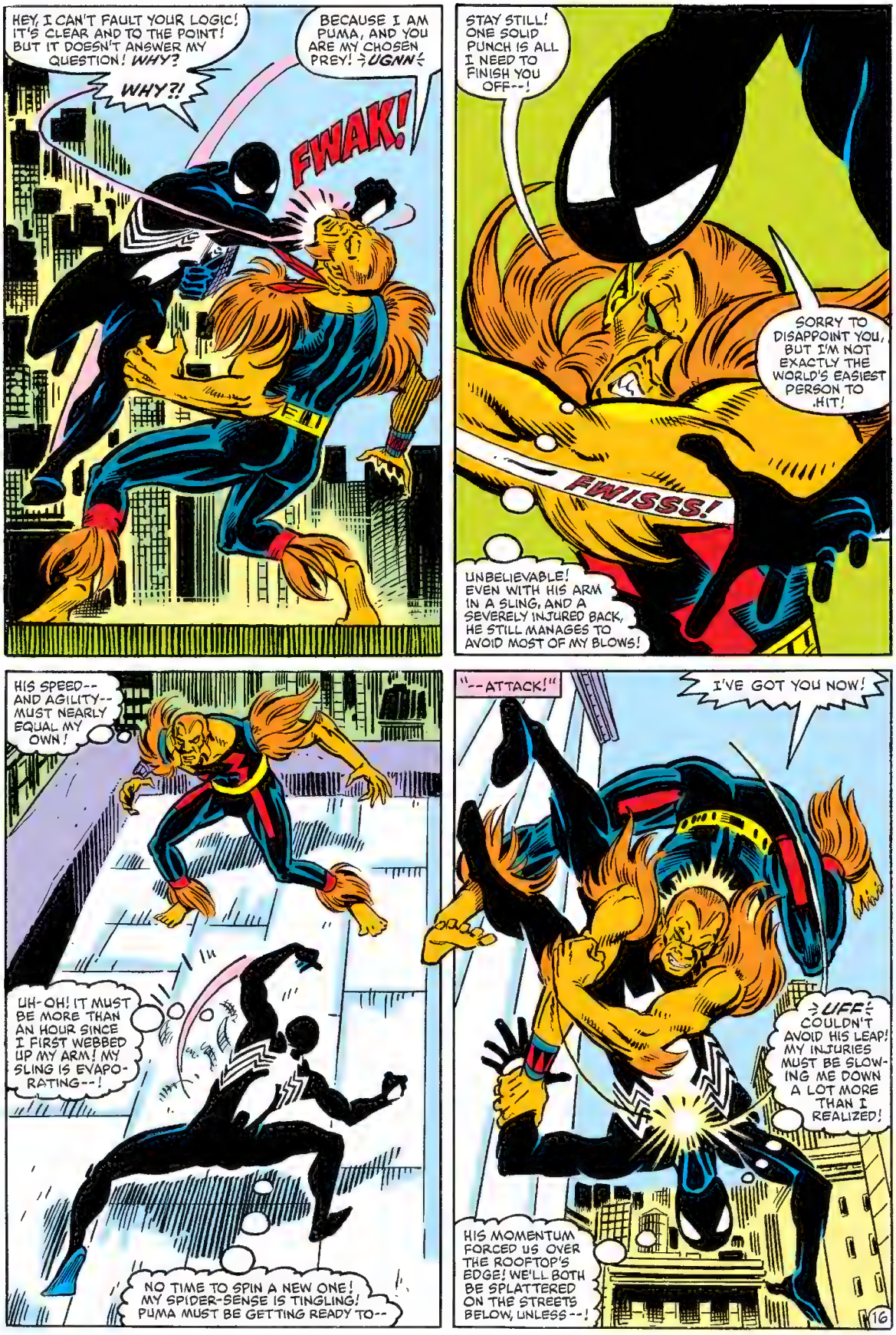

WE HAVE SOME HEAVY CELEBRATING TO DO! I FINALLY MANAGED TO FIND STEADY MODELING WORK, AND I'M WALKING ON AIR!
THAT'S GREAT, MJ! I--
UH-OH! MY SPIDER-SENSE JUST KICKED IN! THERE'S DANGER--

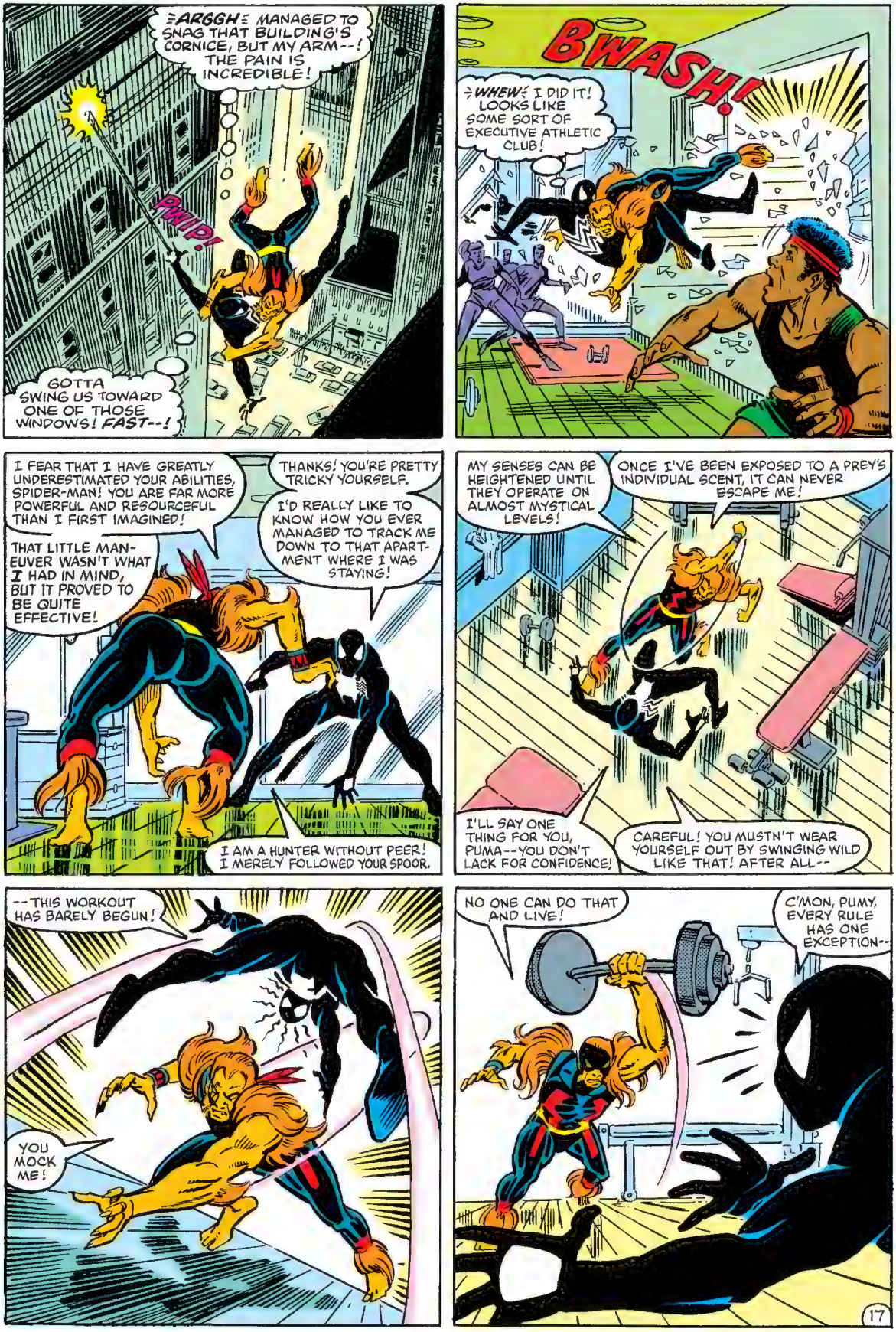
"--LURKING OUTSIDE!"
GOT TO GET MARY JANE OUT OF HERE--BUT CAN'T LET HER KNOW ANYTHING'S WRONG!
LISTEN, LADY, I'D LOVE TO PARTY WITH YOU, BUT--
NO SALE, MR. PARKER!
THIS IS ONE TIME YOU CAN'T BRUSH ME OFF! I'M NOT LEAVING!
NOW, THEN, WHERE DO YOU KEEP YOUR CORKSCREW?
HM--?
NO TIME TO ARGUE! WHATEVER'S OUT THERE--
"--IS CLOSING IN ON US!"
SORRY, MJ, BUT YOU'VE REALLY GOT TO GO!
NOW--!
PETER! HAVE YOU LOST YOUR MIND?!
WHU--?! WHAT'S HAPPENING?
GOT TO SHOVE HER TO SAFETY BEFORE--
KRAASH!
WHEW! I BARELY HAD TIME TO GET MJ OUTSIDE BEFORE THIS CLOWN CRASHED IN! WHO IS HE--AND WHAT DOES HE WANT?
SOMETHING TELLS ME I'D BETTER JAM THIS DOORFRAME SO THAT WE CAN'T BE DISTURBED!
SCRUTCH!
NOW, IF ONLY I CAN KEEP MY FACE COVERED... UNTIL MY COSTUME CAN DO ITS THING!
12

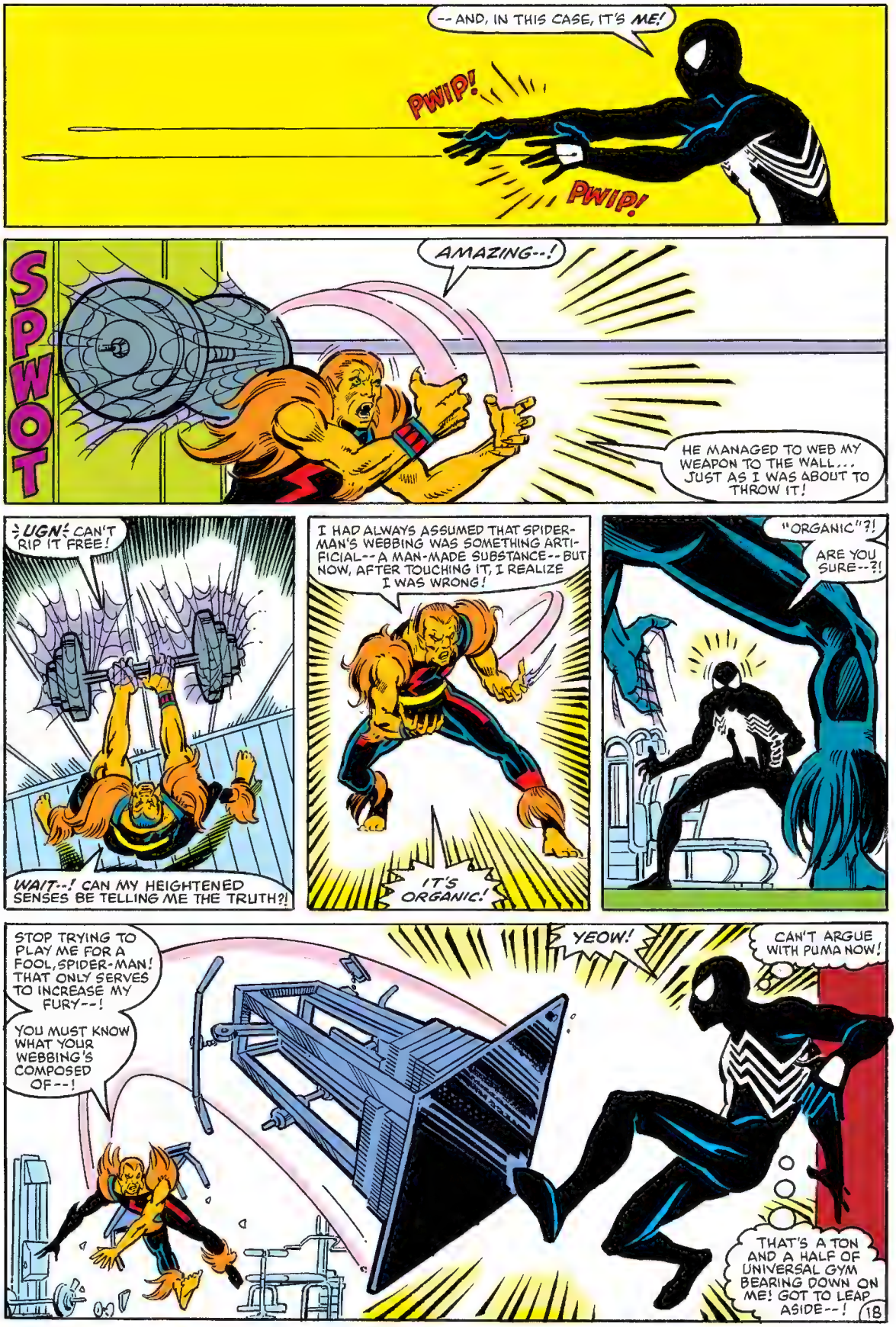

INCREDIBLE! THAT...THAT THING... LEAPED ACROSS THE ROOM AND MOLDED ITSELF AROUND SPIDER-MAN'S BODY! IF I HADN'T WITNESSED IT WITH MY OWN EYES--!
PUMA SHALL MAKE YOUR DEATH AS SWIFT--AND PAINLESS--AS POSSIBLE!
GEE, THAT'S AWFULLY SPORTING OF YOU!
SO YOU'RE PUMA! NOW THAT WE'VE MET, I'D LIKE TO FORMALLY INTRODUCE YOU TO MY KNUCKLES!
UNH! I SHOULDN'T HAVE PULLED MY PUNCH! HIS JAW IS A LOT HARDER THAN IT LOOKS!
FWOK!
ARGGH!
SKRITCH!
FOOL! IT WILL TAKE MUCH MORE THAN A SINGLE BLOW TO STOP PUMA!
YOUR COSTUME--! CAN THE EVIDENCE OF MY HEIGHTENED SENSES BE TRUE?
NO! IT...IT JUST ISN'T POSSIBLE!
DOES MY COSTUME SPOOK YOU? IT SHOULD! IT CAME FROM AN ALIEN WORLD IN A DISTANT GALAXY--
--AND IT'S CAPABLE OF SOME PRETTY AMAZING TRICKS!
UNNN I WISH MY BACK COULD HEAL ITSELF JUST AS QUICKLY!
MEANWHILE, OUTSIDE...
CAN'T HEAR WHAT'S BEING SAID BEHIND THIS DOOR, BUT ALL THAT CRASHING AROUND MEANS PETER'S IN TROUBLE! BIG TROUBLE!
PETER! PETER! ARE YOU ALL RIGHT IN THERE?
BWAM!
PETER--!
LET ME IN! PLEASE--!

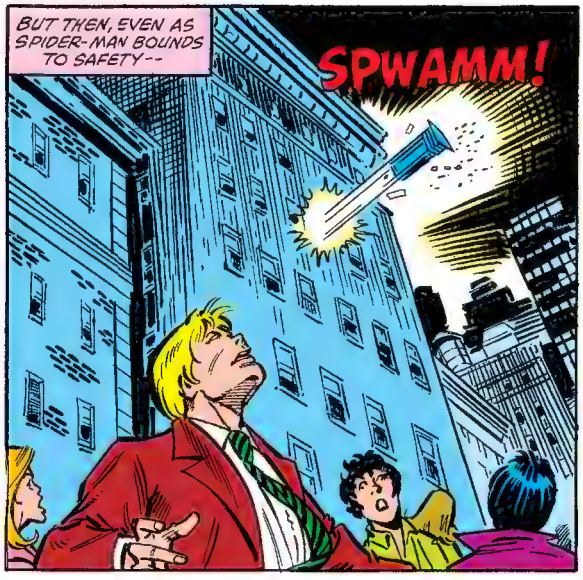

BWAK!
FWAM!
IT'S NO USE! PUMA HAS THE ADVANTAGE IN CLOSE QUARTERS! I'VE GOT TO LURE HIM OUTSIDE--WHERE I'LL HAVE MORE ROOM TO MANEUVER!
WHY DO YOU SEEK TO PROLONG THE INEVITABLE? YOU CAN'T AVOID ME FOREVER!
NO, BUT I CAN HAVE A LOT OF FUN TRYING--!
HE'S IN THE RIGHT SPOT AT LAST!
BANZAI!
THERE! HE DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD!
KRA-
ASH!
NOW, IF ONLY I CAN DIRECT OUR FALL--!
AND, AT THAT PRECISE MOMENT...
I DID IT! I FINALLY MANAGED TO FORCE THE DOOR OPEN!
FWOOK!
I'M HERE, PETER! I'M...
PETER--!
HE...HE'S GONE!

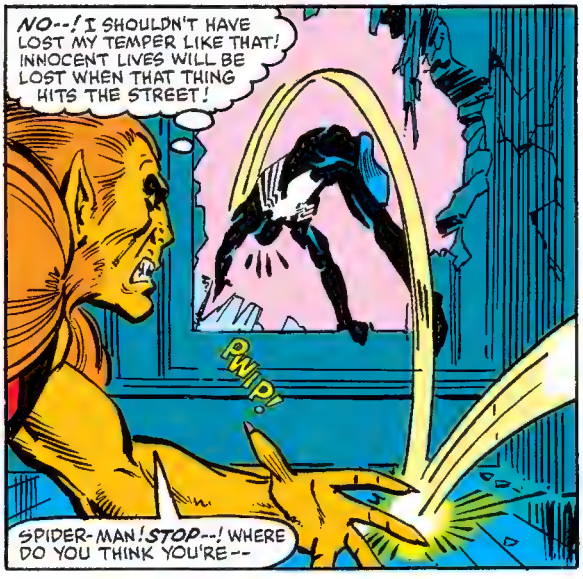
JUST THEN, AT A CERTAIN MIDTOWN SKYSCRAPER...
PLEASE MAKE YOURSELF COMFORTABLE...
...AS COMFORTABLE AS POSSIBLE!
WE HAVE MUCH TO DISCUSS!
ROSE, IT HAS COME TO MY NOTICE THAT YOU TOOK IT UPON YOURSELF TO ORDER THE EXECUTION OF SPIDER-MAN WITHOUT FIRST CONSULTING WITH ME!
EXPLAIN YOURSELF!
THE WEB-SWINGER WAS DISRUPTING MY OPERATIONS, MAKING IT DIFFICULT FOR ME TO RAISE MY MONTHLY REVENUE QUOTAS. SO, I ATTEMPTED TO SOLVE THE PROBLEM.
I FIND YOUR SOLUTION UNACCEPTABLE!
I DO NOT CHOOSE TO HAVE SPIDER-MAN KILLED...AT THIS TIME!
I TRUST MY POSITION IS CLEAR!
YES.
QUITE CLEAR.
ELSEWHERE...
PUMA! THIS IS CRAZY! INSANE--! WE'VE NEVER EVEN MET BEFORE TODAY! WHY ARE WE FIGHTING?
THE REASONS SHOULD BE OBVIOUS! YOU WISH TO PROLONG YOUR LIFE--
--WHILE I AM DETERMINED TO END IT!

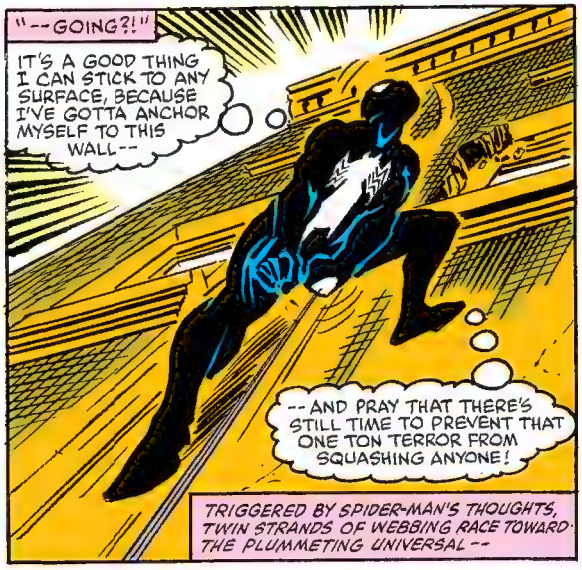

HEY, I CAN'T FAULT YOUR LOGIC! IT'S CLEAR AND TO THE POINT! BUT IT DOESN'T ANSWER MY QUESTION! WHY?
WHY?!
BECAUSE I AM PUMA, AND YOU ARE MY CHOSEN PREY! ÷UGNN÷
FWAK!
STAY STILL! ONE SOLID PUNCH IS ALL I NEED TO FINISH YOU OFF--!
SORRY TO DISAPPOINT YOU, BUT I'M NOT EXACTLY THE WORLD'S EASIEST PERSON TO HIT!
FWISSS!
UNBELIEVABLE! EVEN WITH HIS ARM IN A SLING, AND A SEVERELY INJURED BACK, HE STILL MANAGES TO AVOID MOST OF MY BLOWS!
HIS SPEED-- AND AGILITY-- MUST NEARLY EQUAL MY OWN!
UH-OH! IT MUST BE MORE THAN AN HOUR SINCE I FIRST WEBBED UP MY ARM! MY SLING IS EVAPO-RATING--!
NO TIME TO SPIN A NEW ONE! MY SPIDER-SENSE IS TINGLING! PUMA MUST BE GETTING READY TO--
"--ATTACK!"
I'VE GOT YOU NOW!
÷UFF÷ COULDN'T AVOID HIS LEAP! MY INJURIES MUST BE SLOW-ING ME DOWN A LOT MORE THAN I REALIZED!
HIS MOMENTUM FORCED US OVER THE ROOFTOP'S EDGE! WE'LL BOTH BE SPLATTERED ON THE STREETS BELOW, UNLESS--!

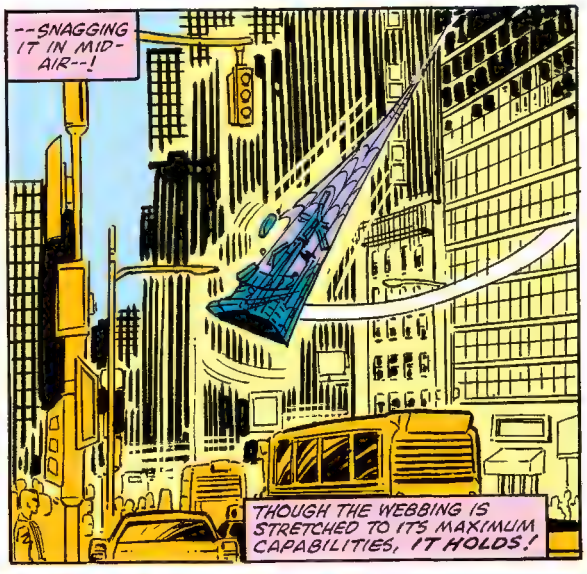

=ARGGH= MANAGED TO SNAG THAT BUILDING'S CORNICE, BUT MY ARM--! THE PAIN IS INCREDIBLE!
PWIP!
GOTTA SWING US TOWARD ONE OF THOSE WINDOWS! FAST--!
BWASH!
=WHEW= I DID IT! LOOKS LIKE SOME SORT OF EXECUTIVE ATHLETIC CLUB!
I FEAR THAT I HAVE GREATLY UNDERESTIMATED YOUR ABILITIES, SPIDER-MAN! YOU ARE FAR MORE POWERFUL AND RESOURCEFUL THAN I FIRST IMAGINED!
THAT LITTLE MANEUVER WASN'T WHAT I HAD IN MIND, BUT IT PROVED TO BE QUITE EFFECTIVE!
THANKS! YOU'RE PRETTY TRICKY YOURSELF.
I'D REALLY LIKE TO KNOW HOW YOU EVER MANAGED TO TRACK ME DOWN TO THAT APARTMENT WHERE I WAS STAYING!
I AM A HUNTER WITHOUT PEER! I MERELY FOLLOWED YOUR SPOOR.
MY SENSES CAN BE HEIGHTENED UNTIL THEY OPERATE ON ALMOST MYSTICAL LEVELS!
ONCE I'VE BEEN EXPOSED TO A PREY'S INDIVIDUAL SCENT, IT CAN NEVER ESCAPE ME!
I'LL SAY ONE THING FOR YOU, PUMA--YOU DON'T LACK FOR CONFIDENCE!
CAREFUL! YOU MUSTN'T WEAR YOURSELF OUT BY SWINGING WILD LIKE THAT! AFTER ALL--
--THIS WORKOUT HAS BARELY BEGUN!
YOU MOCK ME!
NO ONE CAN DO THAT AND LIVE!
C'MON, PUMY, EVERY RULE HAS ONE EXCEPTION--

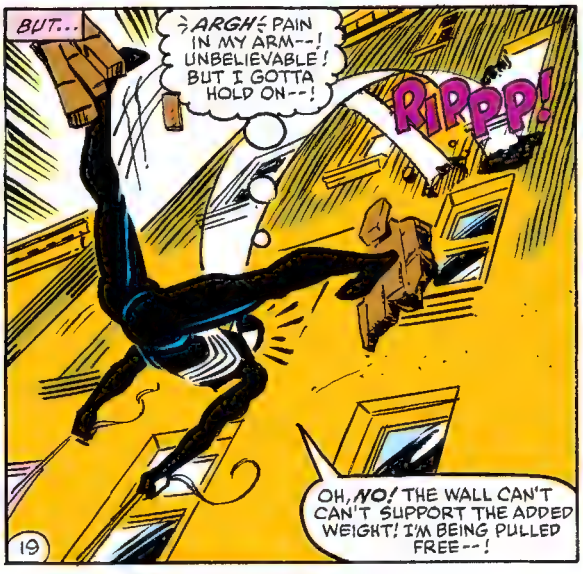

-- AND, IN THIS CASE, IT'S ME!
PWIP!
PWIP!
SPWOT
AMAZING--!
HE MANAGED TO WEB MY WEAPON TO THE WALL... JUST AS I WAS ABOUT TO THROW IT!
UGH! CAN'T RIP IT FREE!
WAIT--! CAN MY HEIGHTENED SENSES BE TELLING ME THE TRUTH?!
I HAD ALWAYS ASSUMED THAT SPIDER-MAN'S WEBBING WAS SOMETHING ARTIFICIAL--A MAN-MADE SUBSTANCE--BUT NOW, AFTER TOUCHING IT, I REALIZE I WAS WRONG!
IT'S ORGANIC!
"ORGANIC"?! ARE YOU SURE--?!
STOP TRYING TO PLAY ME FOR A FOOL, SPIDER-MAN! THAT ONLY SERVES TO INCREASE MY FURY--!
YOU MUST KNOW WHAT YOUR WEBBING'S COMPOSED OF--!
YEOW!
CAN'T ARGUE WITH PUMA NOW!
THAT'S A TON AND A HALF OF UNIVERSAL GYM BEARING DOWN ON ME! GOT TO LEAP ASIDE--!

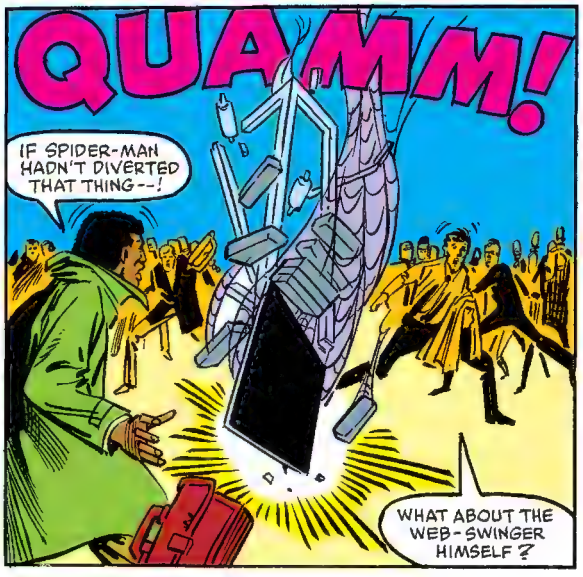

BUT THEN, EVEN AS SPIDER-MAN BOUNDS TO SAFETY--
SPWAMM!

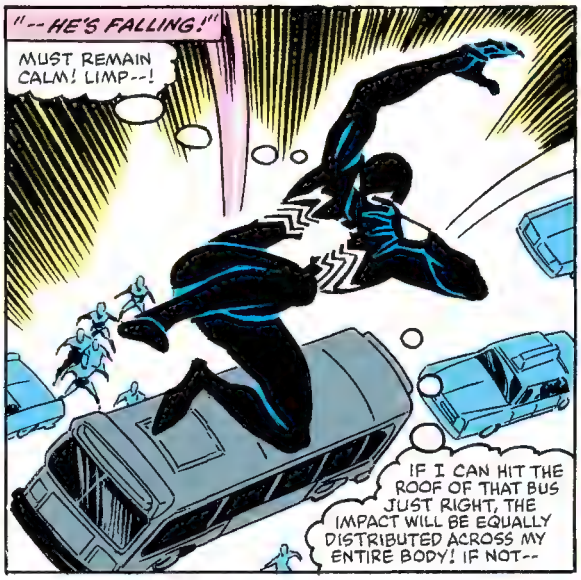

NO--! I SHOULDN'T HAVE LOST MY TEMPER LIKE THAT! INNOCENT LIVES WILL BE LOST WHEN THAT THING HITS THE STREET!
PWIP!
SPIDER-MAN! STOP--! WHERE DO YOU THINK YOU'RE--


"--GOING?!"
IT'S A GOOD THING I CAN STICK TO ANY SURFACE, BECAUSE I'VE GOTTA ANCHOR MYSELF TO THIS WALL--
--AND PRAY THAT THERE'S STILL TIME TO PREVENT THAT ONE TON TERROR FROM SQUASHING ANYONE!
TRIGGERED BY SPIDER-MAN'S THOUGHTS, TWIN STRANDS OF WEBBING RACE TOWARD THE PLUMMETING UNIVERSAL --

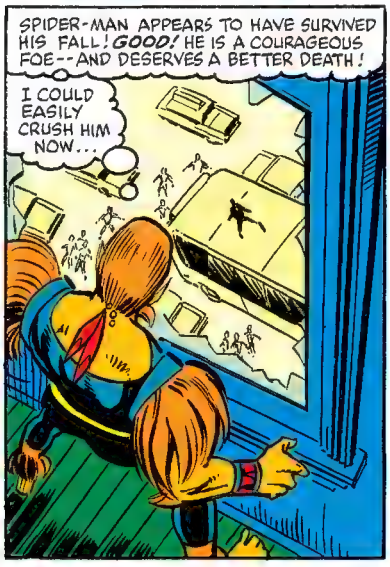

--SNAGGING IT IN MID-AIR--!
THOUGH THE WEBBING IS STRETCHED TO ITS MAXIMUM CAPABILITIES, IT HOLDS!

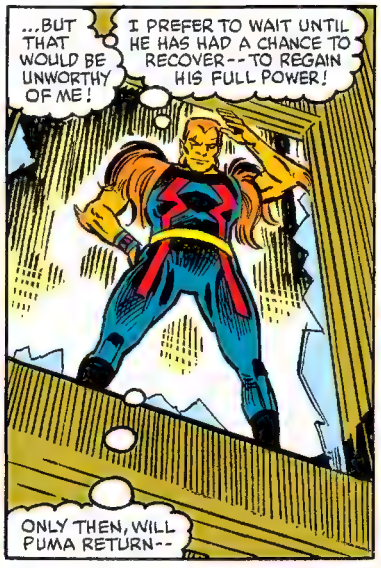

BUT...
ARGH! PAIN IN MY ARM--! UNBELIEVABLE! BUT I GOTTA HOLD ON--!
RIPPP!
OH, NO! THE WALL CAN'T CAN'T SUPPORT THE ADDED WEIGHT! I'M BEING PULLED FREE--!
19

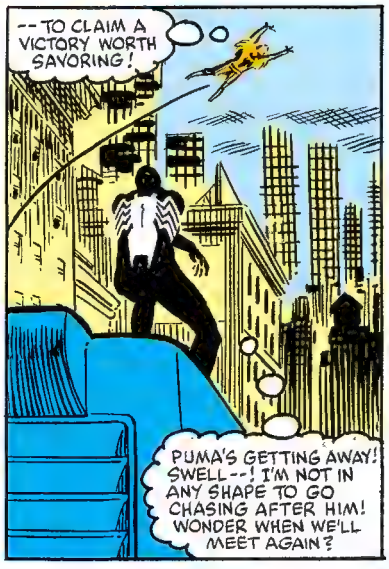

QUAMM!
IF SPIDER-MAN HADN'T DIVERTED THAT THING--!
WHAT ABOUT THE WEB-SWINGER HIMSELF?

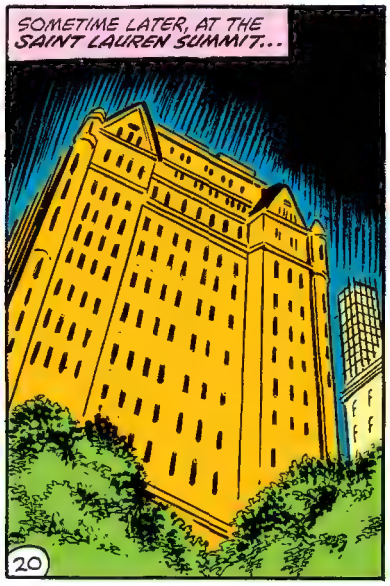

"--HE'S FALLING!"
MUST REMAIN CALM! LIMP--!
IF I CAN HIT THE ROOF OF THAT BUS JUST RIGHT, THE IMPACT WILL BE EQUALLY DISTRIBUTED ACROSS MY ENTIRE BODY! IF NOT--

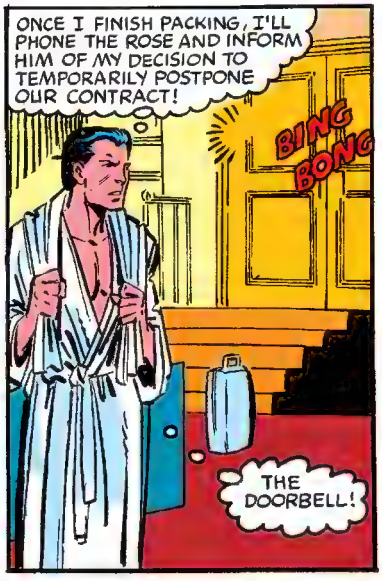
KA-VWAM!

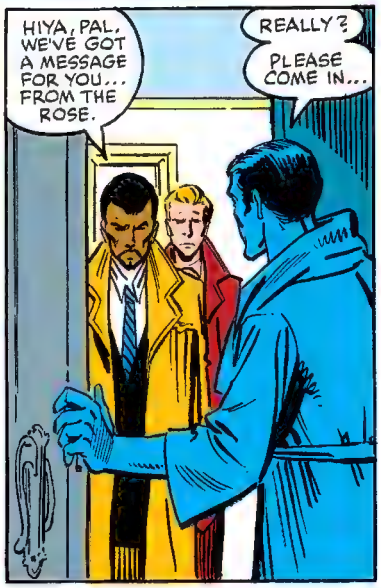

SPIDER-MAN APPEARS TO HAVE SURVIVED HIS FALL! GOOD! HE IS A COURAGEOUS FOE--AND DESERVES A BETTER DEATH!
I COULD EASILY CRUSH HIM NOW...

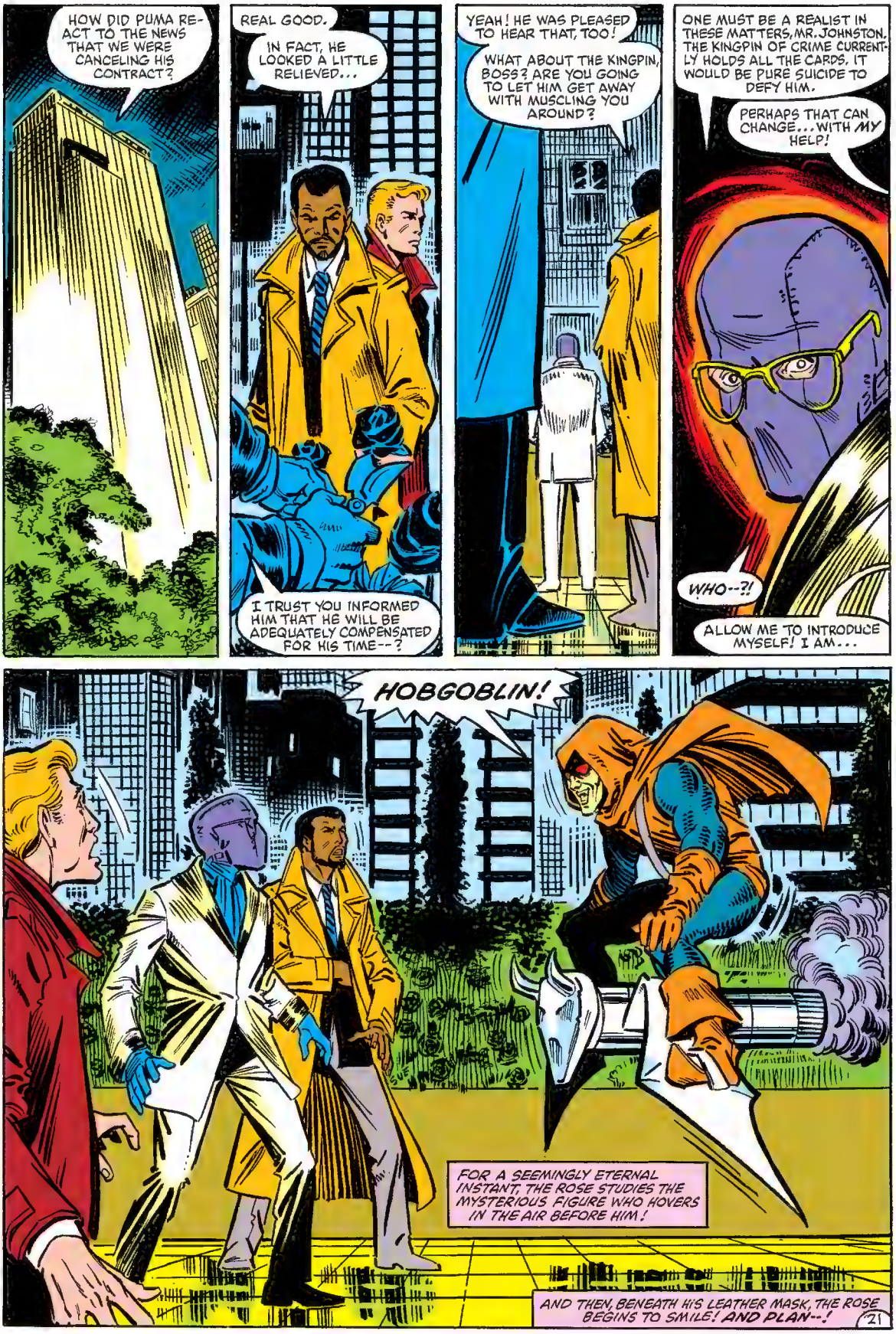

...BUT THAT WOULD BE UNWORTHY OF ME!
I PREFER TO WAIT UNTIL HE HAS HAD A CHANCE TO RECOVER--TO REGAIN HIS FULL POWER!
ONLY THEN, WILL PUMA RETURN--

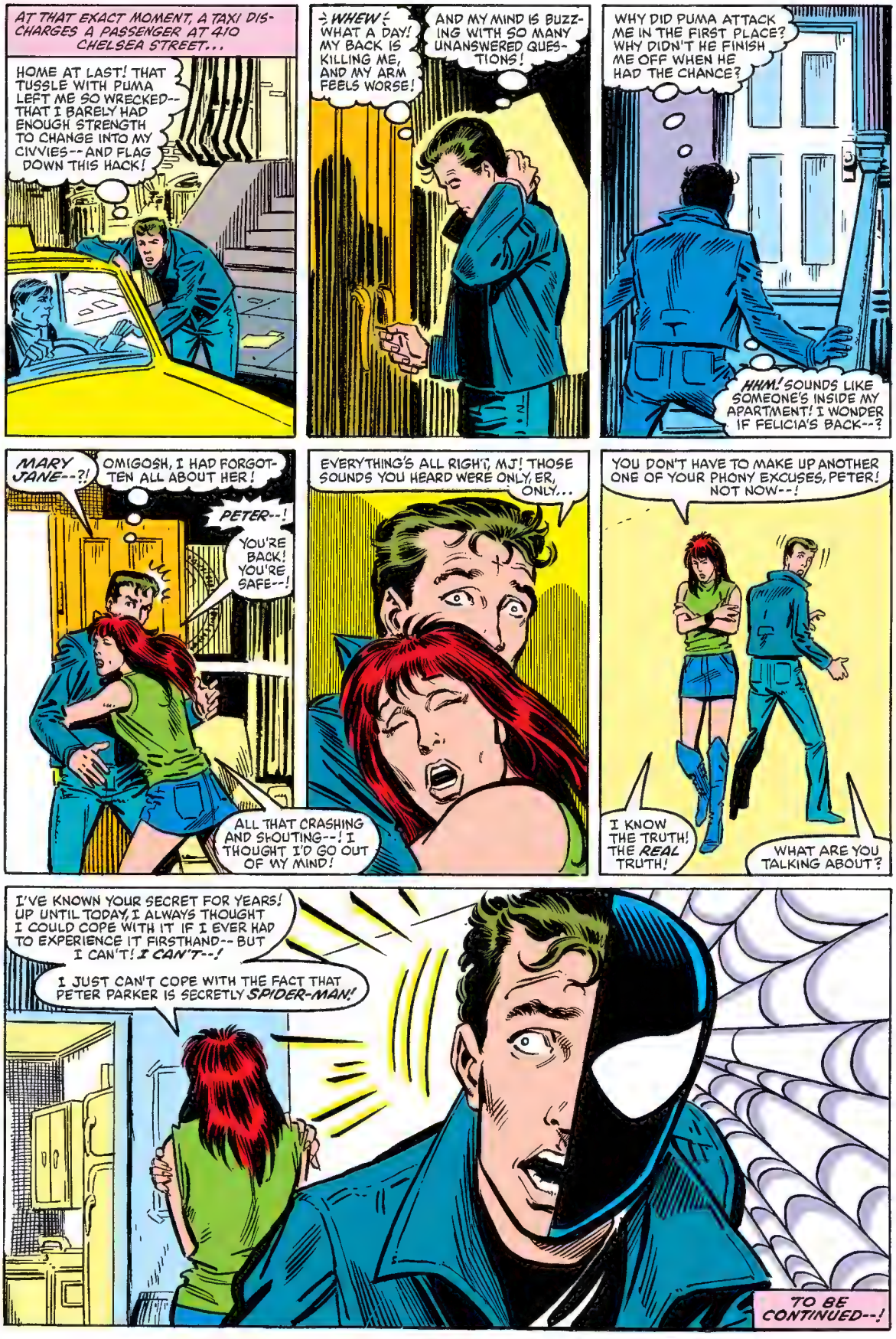

--TO CLAIM A VICTORY WORTH SAVORING!
PUMA'S GETTING AWAY! SWELL--! I'M NOT IN ANY SHAPE TO GO CHASING AFTER HIM! WONDER WHEN WE'LL MEET AGAIN?


SOMETIME LATER, AT THE SAINT LAUREN SUMMIT...
20


ONCE I FINISH PACKING, I'LL PHONE THE ROSE AND INFORM HIM OF MY DECISION TO TEMPORARILY POSTPONE OUR CONTRACT!
BING BONG
THE DOORBELL!


HIYA, PAL, WE'VE GOT A MESSAGE FOR YOU... FROM THE ROSE.
REALLY?
PLEASE COME IN...


HOW DID PUMA REACT TO THE NEWS THAT WE WERE CANCELING HIS CONTRACT?
REAL GOOD.
IN FACT, HE LOOKED A LITTLE RELIEVED...
I TRUST YOU INFORMED HIM THAT HE WILL BE ADEQUATELY COMPENSATED FOR HIS TIME--?
YEAH! HE WAS PLEASED TO HEAR THAT, TOO!
WHAT ABOUT THE KINGPIN, BOSS? ARE YOU GOING TO LET HIM GET AWAY WITH MUSCLING YOU AROUND?
ONE MUST BE A REALIST IN THESE MATTERS, MR. JOHNSTON. THE KINGPIN OF CRIME CURRENTLY HOLDS ALL THE CARDS. IT WOULD BE PURE SUICIDE TO DEFY HIM.
PERHAPS THAT CAN CHANGE... WITH MY HELP!
WHO--?!
ALLOW ME TO INTRODUCE MYSELF! I AM...
HOBGOBLIN!
FOR A SEEMINGLY ETERNAL INSTANT, THE ROSE STUDIES THE MYSTERIOUS FIGURE WHO HOVERS IN THE AIR BEFORE HIM!
AND THEN, BENEATH HIS LEATHER MASK, THE ROSE BEGINS TO SMILE! AND PLAN--!


AT THAT EXACT MOMENT, A TAXI DISCHARGES A PASSENGER AT 410 CHELSEA STREET...
HOME AT LAST! THAT TUSSLE WITH PUMA LEFT ME SO WRECKED--THAT I BARELY HAD ENOUGH STRENGTH TO CHANGE INTO MY CIVVIES--AND FLAG DOWN THIS HACK!
WHEW! WHAT A DAY! MY BACK IS KILLING ME, AND MY ARM FEELS WORSE!
AND MY MIND IS BUZZING WITH SO MANY UNANSWERED QUESTIONS!
WHY DID PUMA ATTACK ME IN THE FIRST PLACE? WHY DIDN'T HE FINISH ME OFF WHEN HE HAD THE CHANCE?
HHM! SOUNDS LIKE SOMEONE'S INSIDE MY APARTMENT! I WONDER IF FELICIA'S BACK--?
MARY JANE--?!
OMIGOSH, I HAD FORGOTTEN ALL ABOUT HER!
PETER--!
YOU'RE BACK! YOU'RE SAFE--!
ALL THAT CRASHING AND SHOUTING--! I THOUGHT I'D GO OUT OF MY MIND!
EVERYTHING'S ALL RIGHT, MJ! THOSE SOUNDS YOU HEARD WERE ONLY, ER, ONLY...
YOU DON'T HAVE TO MAKE UP ANOTHER ONE OF YOUR PHONY EXCUSES, PETER! NOT NOW--!
I KNOW THE TRUTH! THE REAL TRUTH!
WHAT ARE YOU TALKING ABOUT?
I'VE KNOWN YOUR SECRET FOR YEARS! UP UNTIL TODAY, I ALWAYS THOUGHT I COULD COPE WITH IT IF I EVER HAD TO EXPERIENCE IT FIRSTHAND--BUT I CAN'T! I CAN'T--!
I JUST CAN'T COPE WITH THE FACT THAT PETER PARKER IS SECRETLY SPIDER-MAN!
TO BE CONTINUED--!

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the AMAZING SPIDER-MAN

STAN LEE PROUDLY PRESENTS A STUNNING NEW CHAPTER IN THE LIFE OF...
SPIDER-MAN
"THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"
ALL IN ALL, IT'S BEEN A ROTTEN WEEK FOR PETER PARKER. IN HIS COSTUMED IDENTITY AS THE AMAZING SPIDER-MAN, HE HAS ALREADY FACED DEATH AT THE HANDS OF SILVERMANE* AND THE MAN-BEAST KNOWN AS PUMA**...
TOM DEFALCO -- WRITER
RON FRENZ --PENCILER
JOSEF RUBINSTEIN --INKER
JOE ROSEN --LETTERER
BOB SHAREN --COLORIST
DANNY FINGEROTH --EDITOR
JIM SHOOTER --EDITOR-IN-CHIEF
AND NOW, AS HE RETURNS TO HIS CHELSEA APARTMENT, HE IS GREETED BY MARY JANE WATSON, ONE OF HIS OLDEST, DEAREST FRIENDS, WHO STAGGERS HIM WITH A MOST STARTLING REVELATION...
I KNOW YOUR SECRET, PETER! I'VE KNOWN IT FOR YEARS!
YOU ARE SPIDER-MAN!
*SPECTACULAR SPIDER-MAN #94 & #95.
**AMAZING SPIDER-MAN #256 & 257--DANNY.

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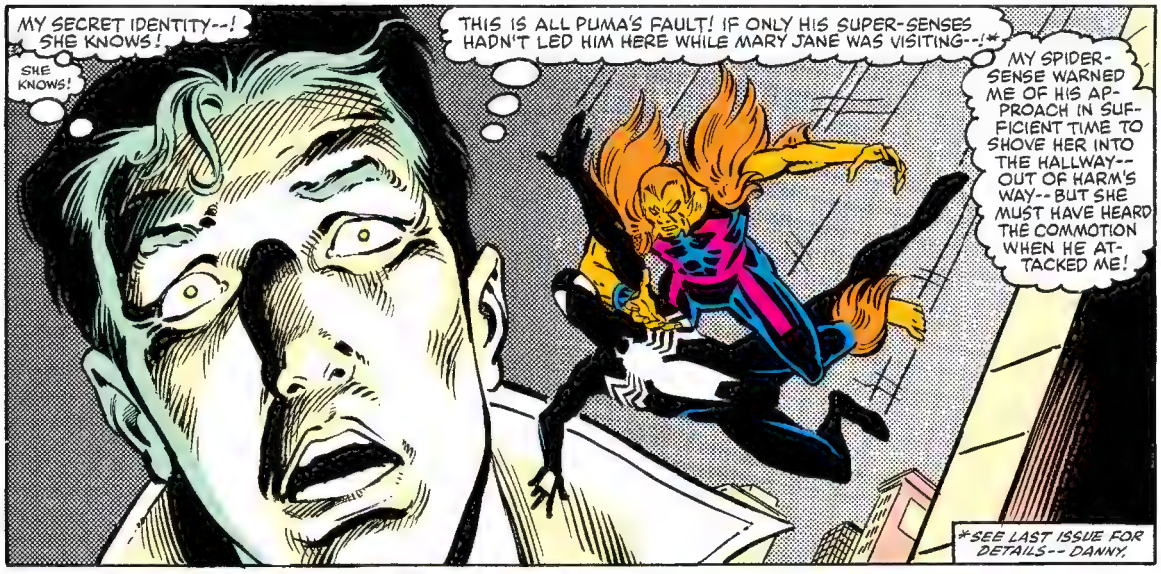
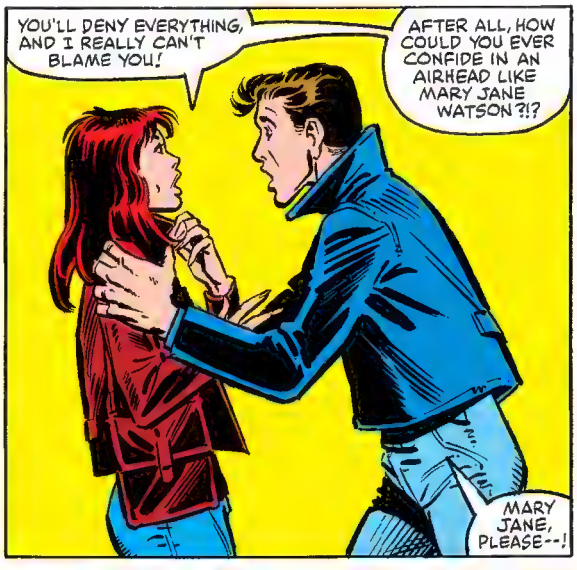

MY SECRET IDENTITY--! SHE KNOWS!
SHE KNOWS!
THIS IS ALL PUMA'S FAULT! IF ONLY HIS SUPER-SENSES HADN'T LED HIM HERE WHILE MARY JANE WAS VISITING--!*
MY SPIDER-SENSE WARNED ME OF HIS APPROACH IN SUFFICIENT TIME TO SHOVE HER INTO THE HALLWAY--OUT OF HARM'S WAY--BUT SHE MUST HAVE HEARD THE COMMOTION WHEN HE ATTACKED ME!
*SEE LAST ISSUE FOR DETAILS-- DANNY.

MARY JANE! WAIT--!
WE HAVE TO TALK!
SPLUNK
WHAT'S THE USE, PETER?
YOU'RE ONLY GOING TO LIE TO ME!


YOU'LL DENY EVERYTHING, AND I REALLY CAN'T BLAME YOU!
AFTER ALL, HOW COULD YOU EVER CONFIDE IN AN AIRHEAD LIKE MARY JANE WATSON?!?
MARY JANE, PLEASE--!

I CARE ABOUT YOU, PETER! I REALLY DO! BUT YOU COME WITH SO MUCH BAGGAGE! YOU CAN'T IMAGINE HOW HARD IT IS TO ACCEPT THE FACT THAT ONE OF MY CLOSEST FRIENDS IS CONSTANTLY OUT RISKING HIS LIFE!
THAT'S WHY I ORIGINALLY LEFT NEW YORK!
I JUST COULDN'T TAKE IT ANYMORE!
2

I HAD TO GET AWAY FROM YOU... AND SPIDER-MAN!
UH-OH! AS IF I DIDN'T HAVE ENOUGH TO WORRY ABOUT, I SENSE SOMEONE OUTSIDE MY WINDOW--!
HAS PUMA RETURNED TO STRIKE AGAIN?!

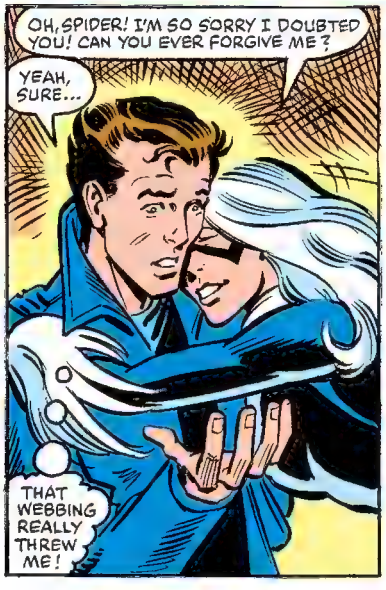
OH--!
WHAT'S HAPPENING, LOVER? I JUST STOPPED BY TO--
WHOOPS!
IT'S TRUE, IT'S ALL TRUE!
OH, NO! THE BLACK CAT JUST BLEW MY SECRET IDENTITY FOR SURE!
I... I GUESS I SHOULD BE GOING!
NO!
OF COURSE SHE SHOULD GO! SHE DOESN'T BELONG HERE!
MARY JANE, DON'T--!
CAT, PLEASE--!
WHO IS SHE?
WHAT'S SHE DOING HERE?
WHY DON'T YOU ANSWER ME?
GOODBYE, PETER!
MARY JANE!
PLEASE
DON'T
GO
PLEASE...
LET HER GO, LOVER! YOU DON'T NEED THAT BIMBO!
WHO IS SHE ANYWAY?
3

SHE'S A FRIEND, CAT! A FRIEND! BUT YOU JUST RUINED EVERYTHING!
HOW MANY TIMES HAVE I WARNED YOU ABOUT COMING IN MY FRONT WINDOW? HOW MANY?!
NO SALE, PARTNER! I'M NOT TAKING ANY OF YOUR GRIEF! NOT NOW--!
YOU'RE JUST MAD 'CAUSE I SCARED YOUR CUTIE!

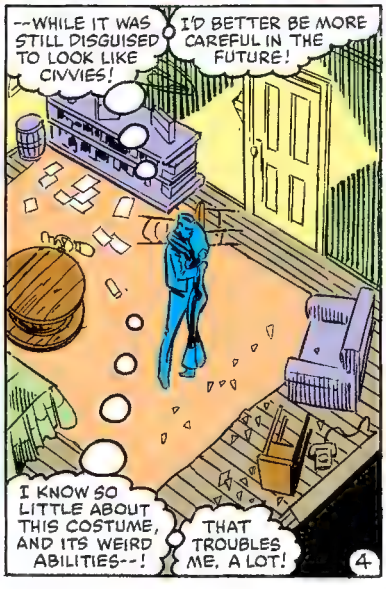
WELL, I'M GLAD I DID! I THOUGHT WE HAD AN UNDERSTANDING! I THOUGHT YOU LOVED ME--!
I GUESS I WAS WRONG...
NO, CAT! WAIT--! YOU DON'T UNDERSTAND!

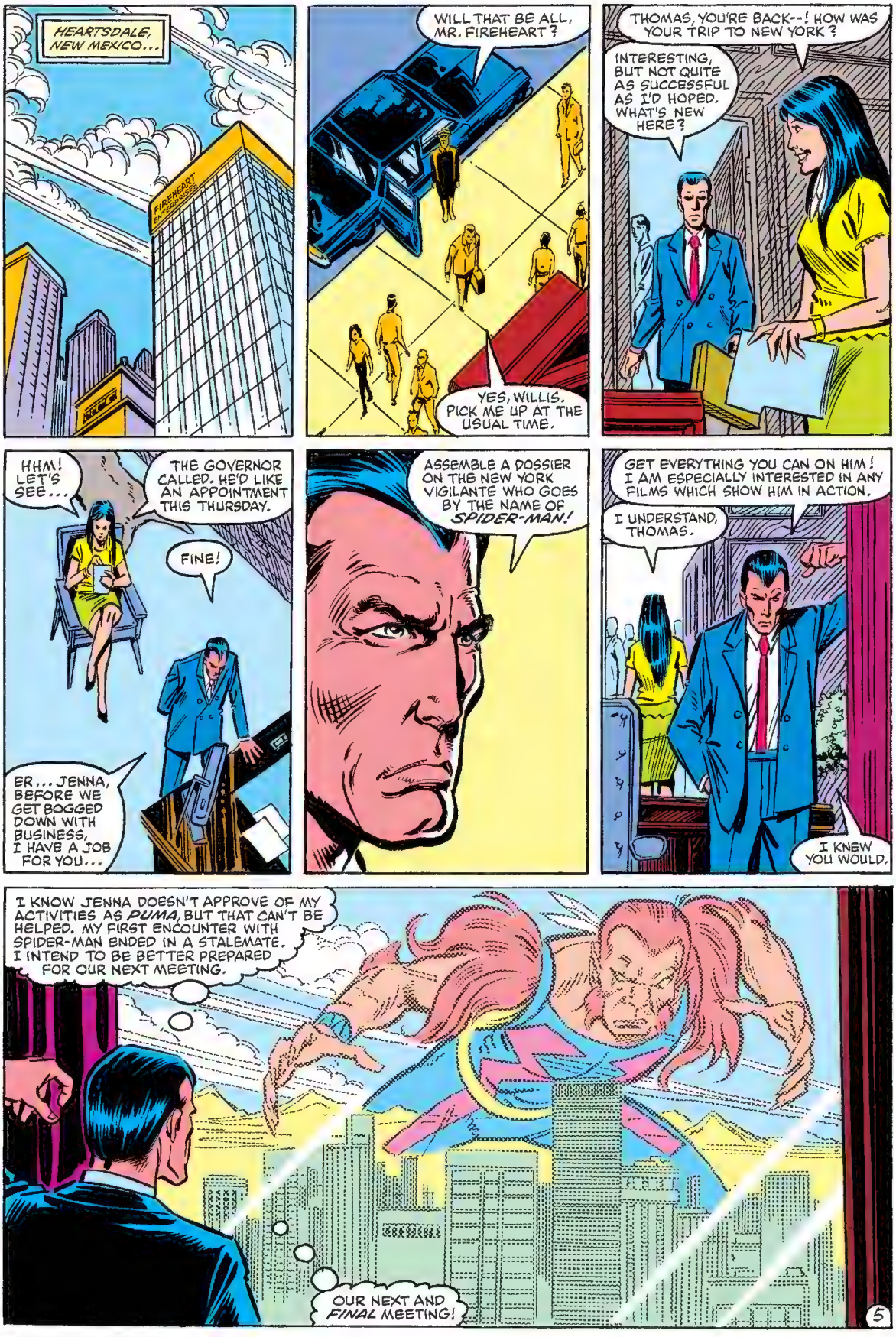
NO!
I WON'T LET YOU RUN OUT ON ME, TOO!
PWIP!
SUDDENLY, A SLENDER STRAND OF WEBBING BURSTS FROM PETER PARKER'S JACKET--

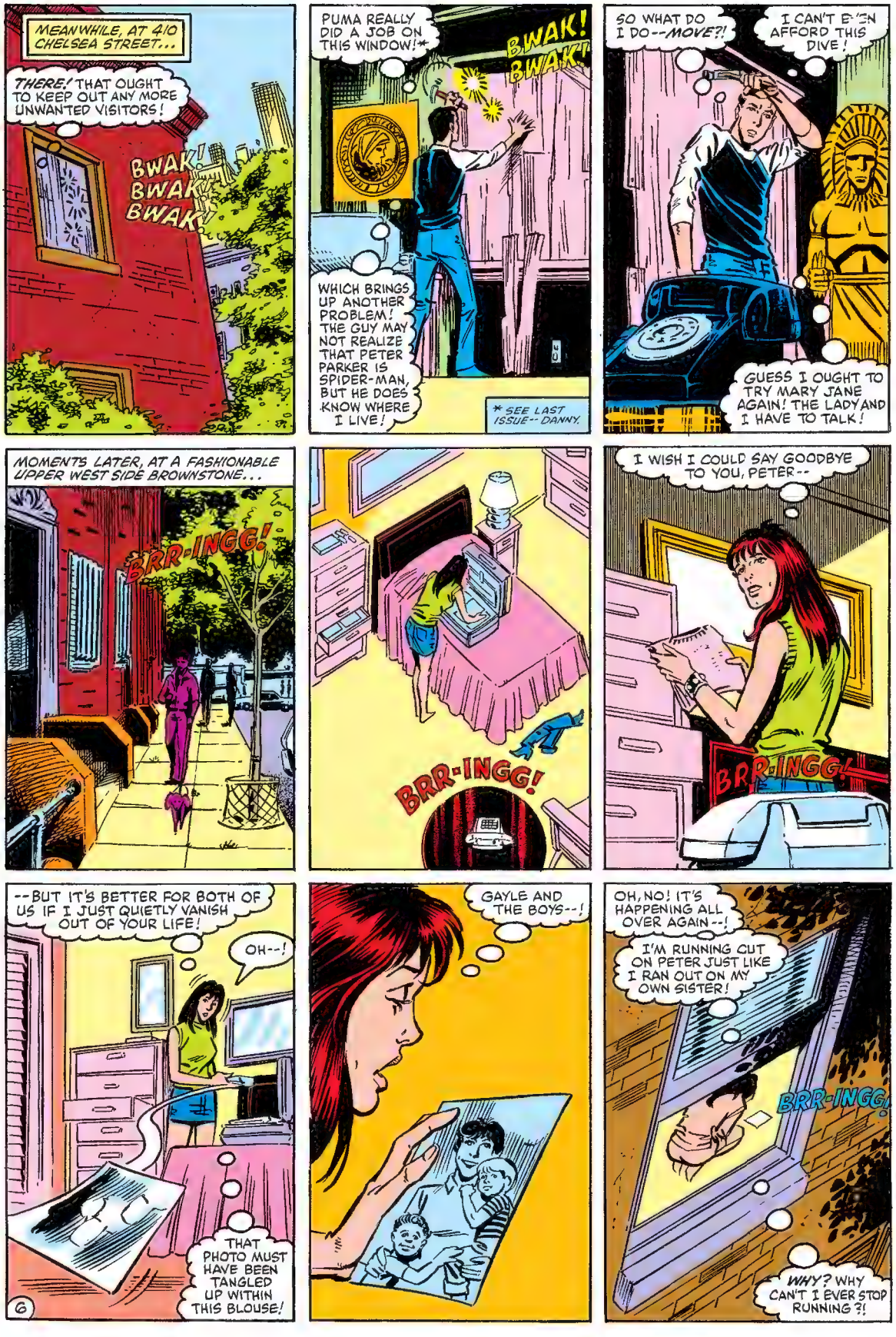
--STARTLING HIM NO LESS THAN THE BLACK CAT!
HEY!
YOU...WEBBED ME... BUT YOU DIDN'T EVEN TRY TO STOP HER! THAT MUST MEAN...


OH, SPIDER! I'M SO SORRY I DOUBTED YOU! CAN YOU EVER FORGIVE ME?
YEAH, SURE...
THAT WEBBING REALLY THREW ME!

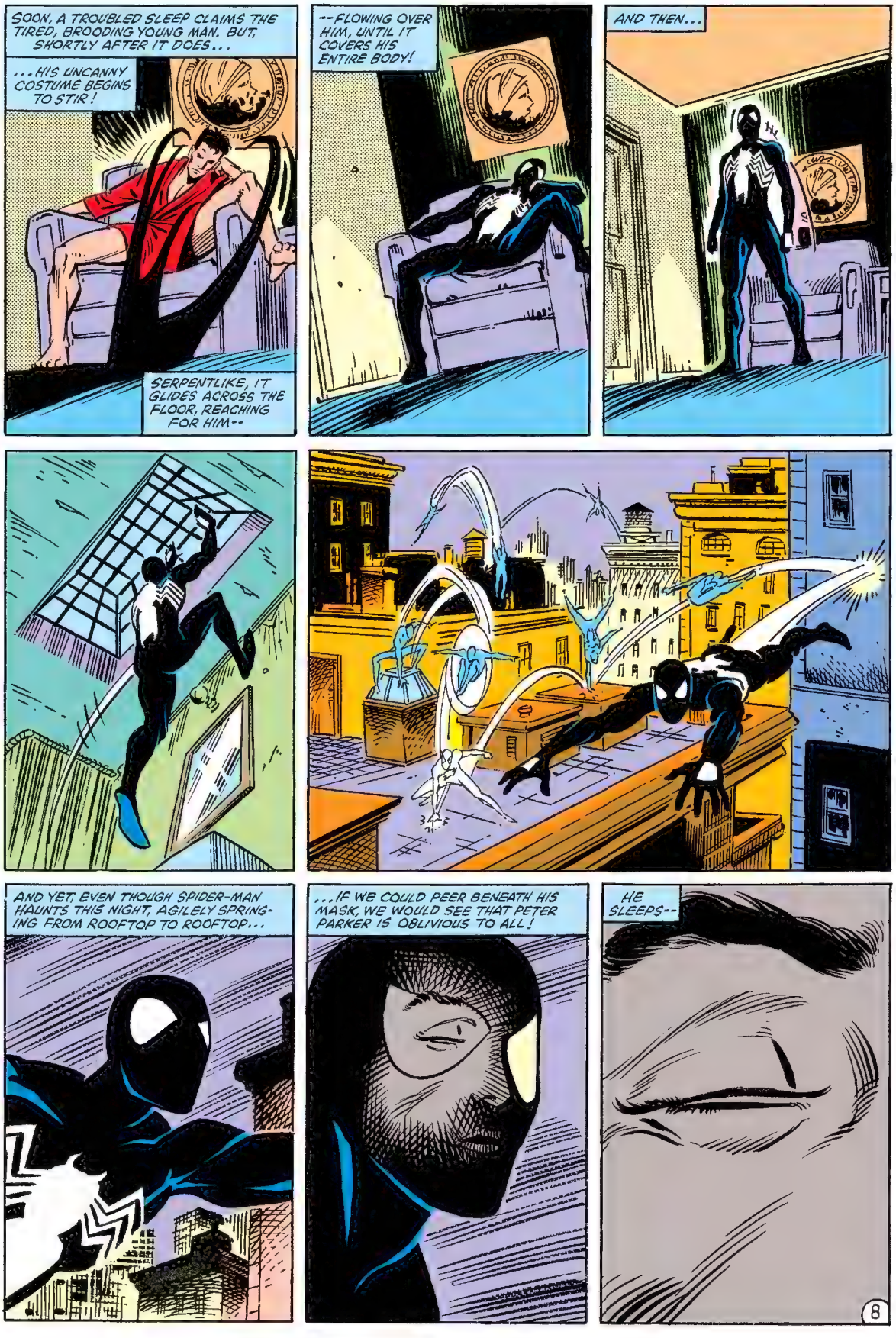
THOUGH HIS JACKET RESEMBLES ORDINARY CLOTH, PETER PARKER KNOWS THAT IT IS SECRETLY AN ALIEN, BLACK COSTUME, ACQUIRED ON A DISTANT PLANET,* WHICH CAN ASSUME ANY APPEARANCE HE DESIRES...
I...NEVER REALIZED MY COSTUME COULD DO THAT--
* SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES, ON SALE NOW-- DANNY.

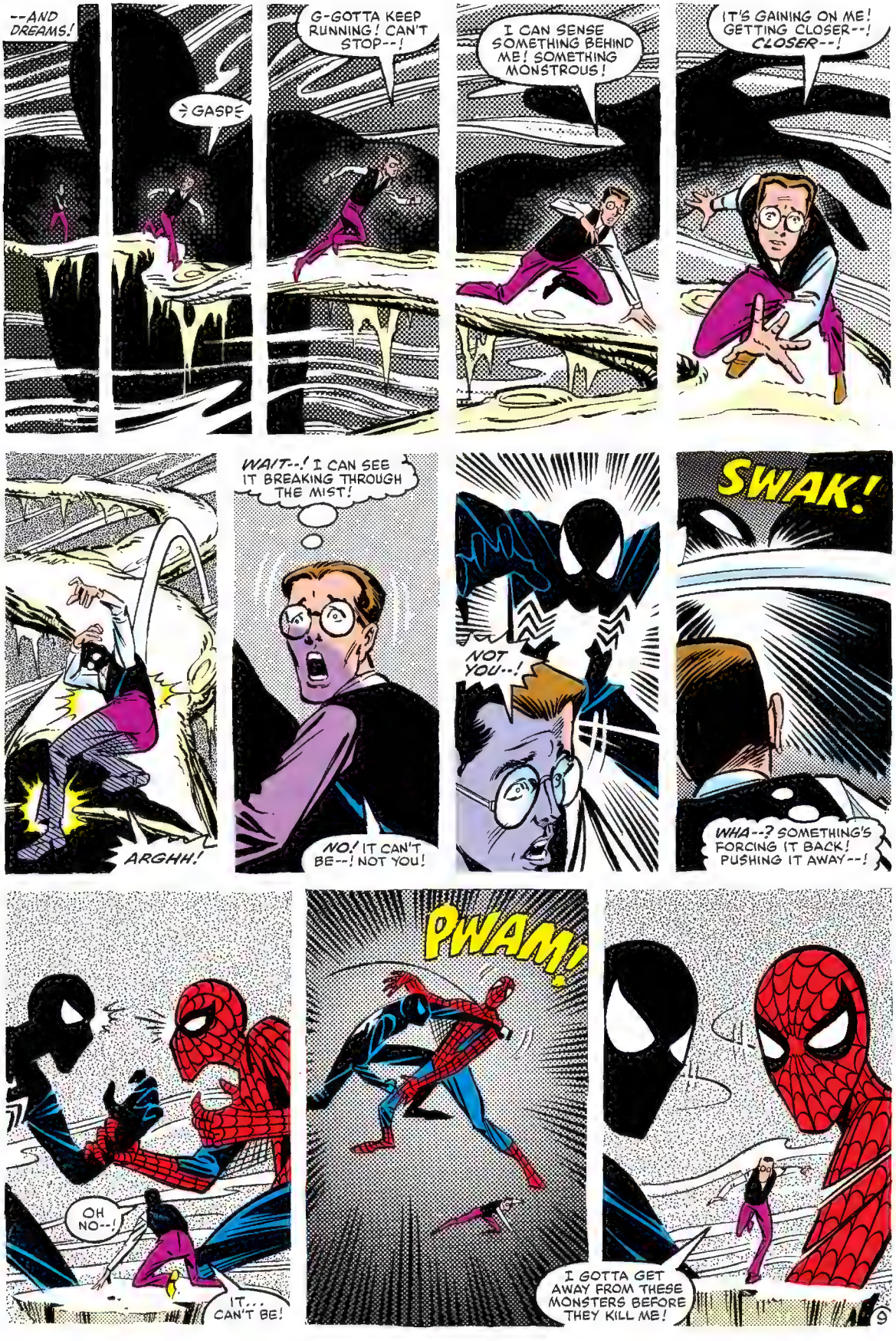

--WHILE IT WAS STILL DISGUISED TO LOOK LIKE CIVVIES!
I'D BETTER BE MORE CAREFUL IN THE FUTURE!
I KNOW SO LITTLE ABOUT THIS COSTUME, AND ITS WEIRD ABILITIES--!
THAT TROUBLES ME, A LOT!

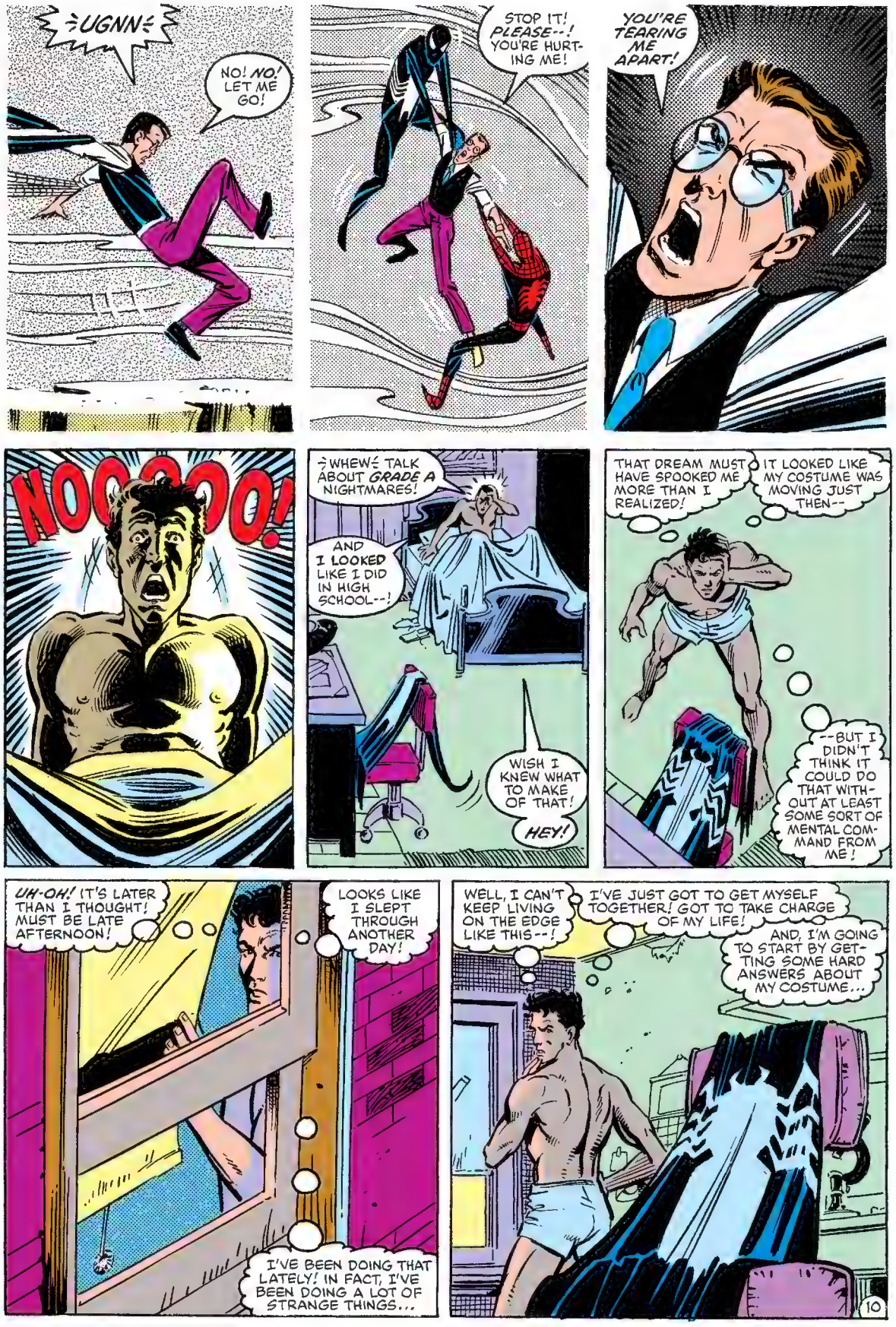

HEARTSDALE, NEW MEXICO...
FIREHEART ENTERPRISES
WILL THAT BE ALL, MR. FIREHEART?
YES, WILLIS. PICK ME UP AT THE USUAL TIME.
THOMAS, YOU'RE BACK--! HOW WAS YOUR TRIP TO NEW YORK?
INTERESTING, BUT NOT QUITE AS SUCCESSFUL AS I'D HOPED. WHAT'S NEW HERE?
HMM! LET'S SEE...
THE GOVERNOR CALLED. HE'D LIKE AN APPOINTMENT THIS THURSDAY.
FINE!
ER... JENNA, BEFORE WE GET BOGGED DOWN WITH BUSINESS, I HAVE A JOB FOR YOU...
ASSEMBLE A DOSSIER ON THE NEW YORK VIGILANTE WHO GOES BY THE NAME OF SPIDER-MAN!
GET EVERYTHING YOU CAN ON HIM! I AM ESPECIALLY INTERESTED IN ANY FILMS WHICH SHOW HIM IN ACTION.
I UNDERSTAND, THOMAS.
I KNEW YOU WOULD.
I KNOW JENNA DOESN'T APPROVE OF MY ACTIVITIES AS PUMA, BUT THAT CAN'T BE HELPED. MY FIRST ENCOUNTER WITH SPIDER-MAN ENDED IN A STALEMATE. I INTEND TO BE BETTER PREPARED FOR OUR NEXT MEETING.
OUR NEXT AND FINAL MEETING!
5

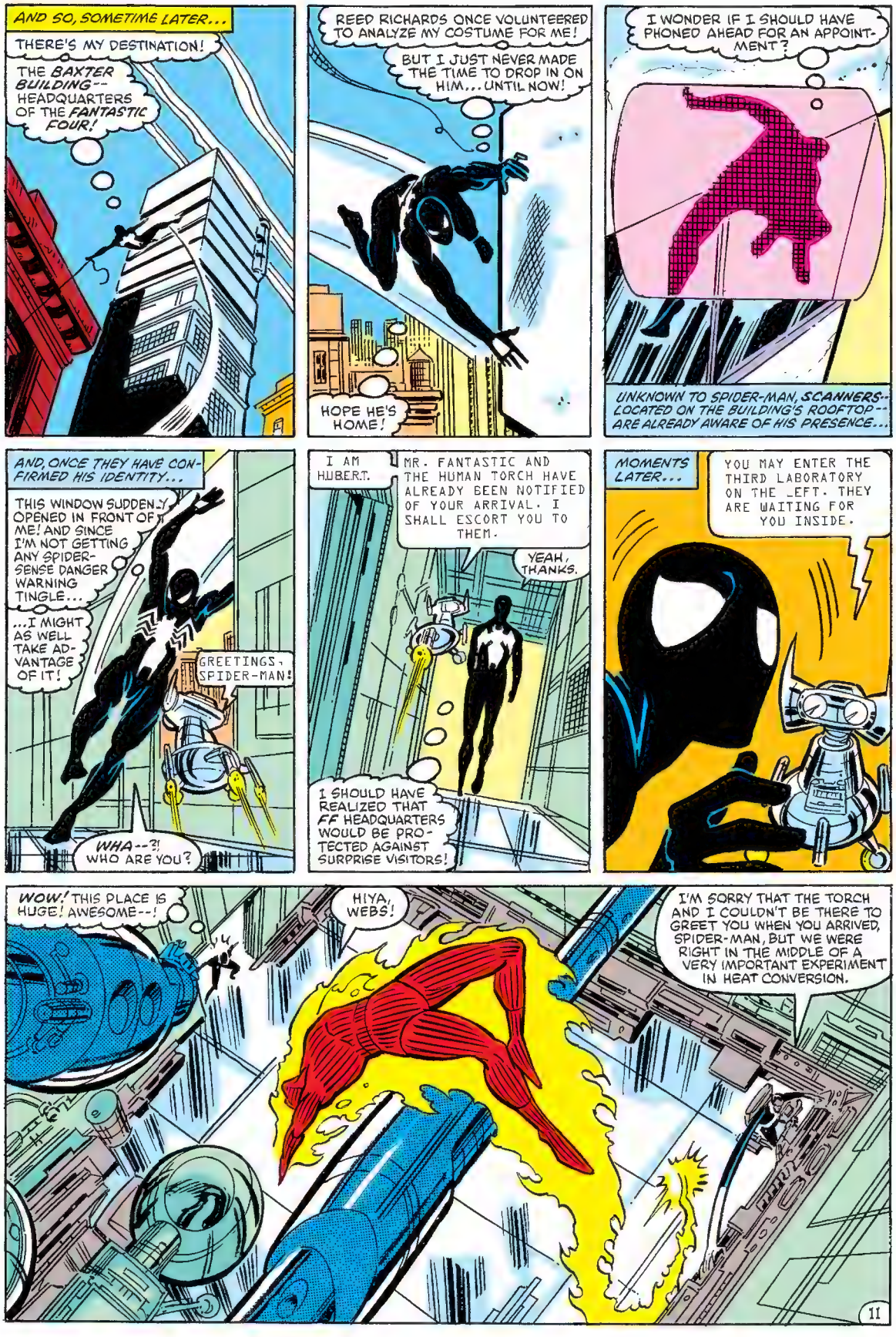

MEANWHILE, AT 410 CHELSEA STREET...
THERE! THAT OUGHT TO KEEP OUT ANY MORE UNWANTED VISITORS!
BWAK! BWAK! BWAK!
PUMA REALLY DID A JOB ON THIS WINDOW!*
BWAK! BWAK!
WHICH BRINGS UP ANOTHER PROBLEM! THE GUY MAY NOT REALIZE THAT PETER PARKER IS SPIDER-MAN, BUT HE DOES KNOW WHERE I LIVE!
* SEE LAST ISSUE -- DANNY.
SO WHAT DO I DO--MOVE?!
I CAN'T EVEN AFFORD THIS DIVE!
GUESS I OUGHT TO TRY MARY JANE AGAIN! THE LADY AND I HAVE TO TALK!
MOMENTS LATER, AT A FASHIONABLE UPPER WEST SIDE BROWNSTONE...
BRR-INGG!
BRR-INGG!
I WISH I COULD SAY GOODBYE TO YOU, PETER--
BRR-INGG!
--BUT IT'S BETTER FOR BOTH OF US IF I JUST QUIETLY VANISH OUT OF YOUR LIFE!
OH--!
THAT PHOTO MUST HAVE BEEN TANGLED UP WITHIN THIS BLOUSE!
6
GAYLE AND THE BOYS--!
OH, NO! IT'S HAPPENING ALL OVER AGAIN--!
I'M RUNNING OUT ON PETER JUST LIKE I RAN OUT ON MY OWN SISTER!
BRR-INGG!
WHY? WHY CAN'T I EVER STOP RUNNING?!

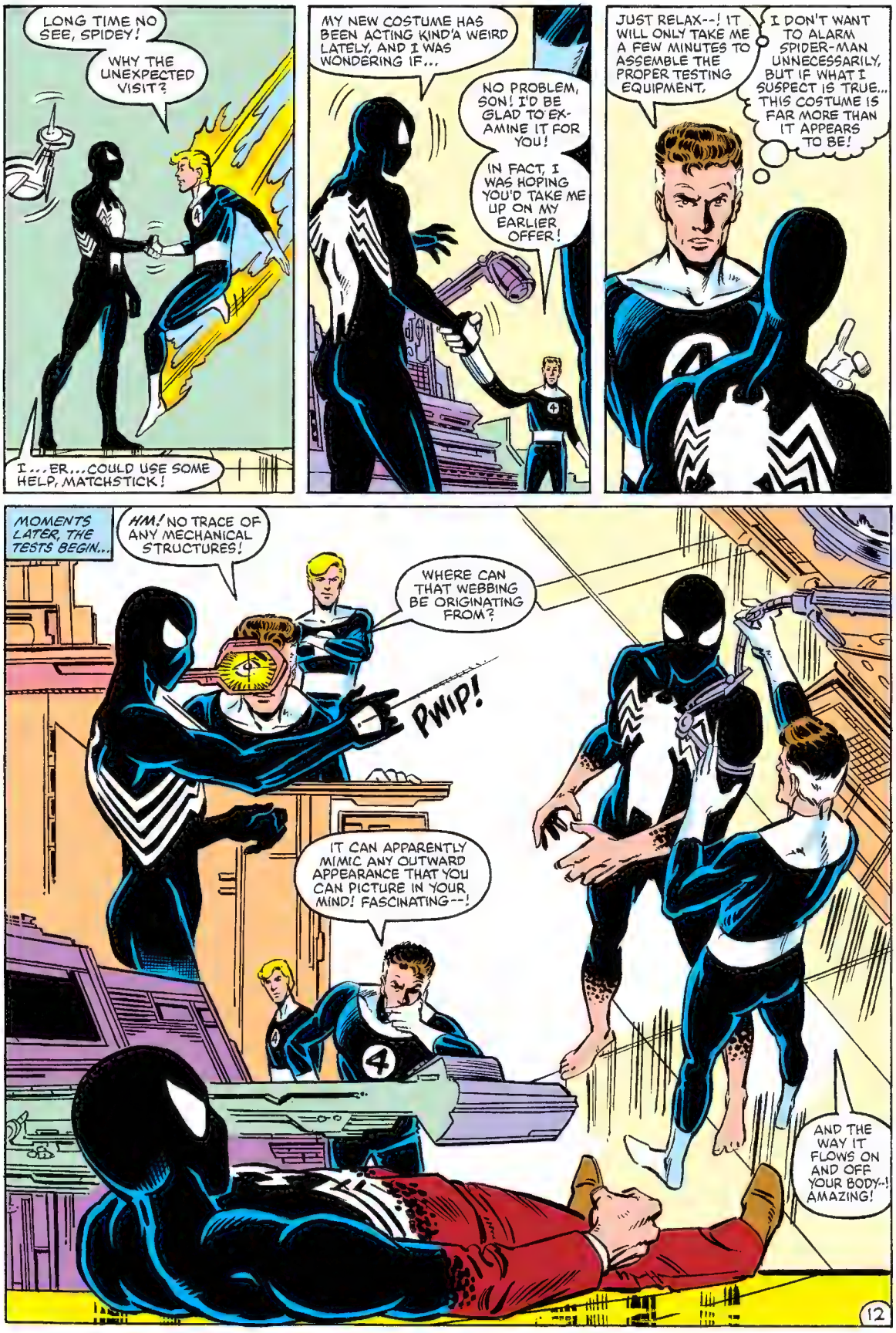
NO ANSWER!
IT'S JUST AS WELL! WHAT WOULD I SAY TO HER ANYWAY?!
"HEY, MJ, IT'S ALL TRUE! I REALLY AM SPIDER-MAN, BUT YOU DON'T KNOW THE HALF OF IT...
"NOT ONLY DO I POSSESS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER, I EVEN OWN A WEIRDO COSTUME WHICH RESPONDS TO MY THOUGHTS AND HANGS ITSELF UP AT NIGHT--!"
YEAH, THAT WOULD REALLY WOW HER!
AW, WHAT'S THE USE? EVERYWHERE I LOOK, I SEE MORE AND MORE PROBLEMS...
MY AUNT MAY WON'T SPEAK TO ME BECAUSE I DROPPED OUT OF GRADUATE SCHOOL!
JOE ROBERTSON IS GIVING ME HASSLES AT WORK!
MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GETTING SHAKIER BY THE MOMENT!
AND, THERE'S A HOST OF BADDIES WHO'D JUST LOVE TO ACE ME!
SHEESH! WHY DOES EVERYTHING HAVE TO BE SO COMPLICATED?
IT'S SO DEPRESSING! SOMETIMES I FEEL LIKE I HAVE ABSOLUTELY NO CONTROL OVER MY OWN LIFE!
THAT FRIGHTENS ME...


SOON, A TROUBLED SLEEP CLAIMS THE TIRED, BROODING YOUNG MAN. BUT, SHORTLY AFTER IT DOES...
...HIS UNCANNY COSTUME BEGINS TO STIR!
SERPENTLIKE, IT GLIDES ACROSS THE FLOOR, REACHING FOR HIM--
--FLOWING OVER HIM, UNTIL IT COVERS HIS ENTIRE BODY!
AND THEN...
AND YET, EVEN THOUGH SPIDER-MAN HAUNTS THIS NIGHT, AGILELY SPRINGING FROM ROOFTOP TO ROOFTOP...
...IF WE COULD PEER BENEATH HIS MASK, WE WOULD SEE THAT PETER PARKER IS OBLIVIOUS TO ALL!
HE SLEEPS--

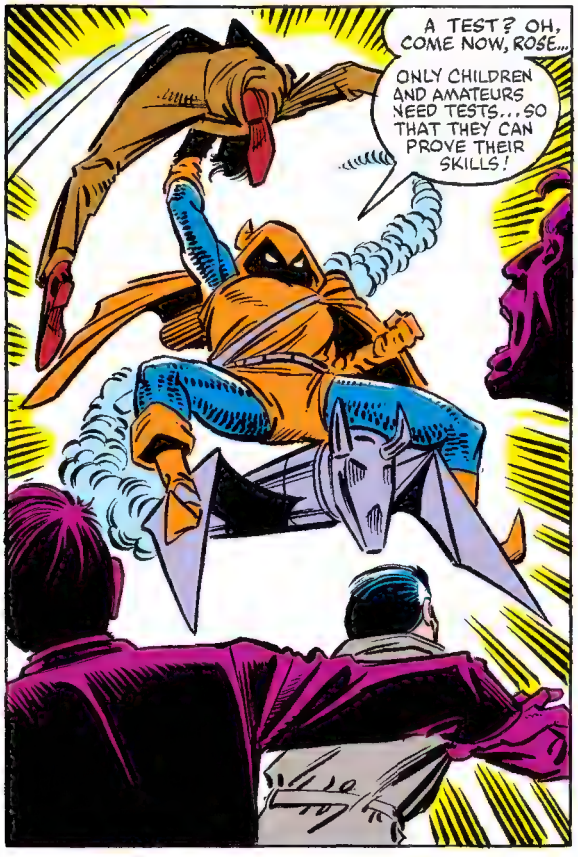

--AND DREAMS!
GASPE
G-GOTTA KEEP RUNNING! CAN'T STOP--!
I CAN SENSE SOMETHING BEHIND ME! SOMETHING MONSTROUS!
IT'S GAINING ON ME! GETTING CLOSER--! CLOSER--!
ARGHH!
WAIT--! I CAN SEE IT BREAKING THROUGH THE MIST!
NO! IT CAN'T BE--! NOT YOU!
NOT YOU--!
SWAK!
WHA--? SOMETHING'S FORCING IT BACK! PUSHING IT AWAY--!
OH NO--!
IT... CAN'T BE!
PWAM!
I GOTTA GET AWAY FROM THESE MONSTERS BEFORE THEY KILL ME!

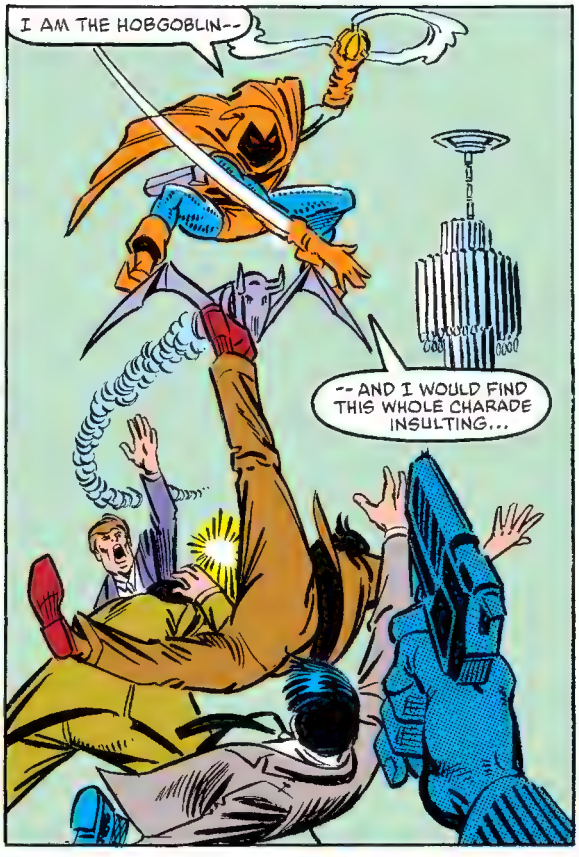

UGNN
NO! NO! LET ME GO!
STOP IT! PLEASE--! YOU'RE HURTING ME!
YOU'RE TEARING ME APART!
NOOOOO!
WHEW! TALK ABOUT GRADE A NIGHTMARES!
AND I LOOKED LIKE I DID IN HIGH SCHOOL--!
WISH I KNEW WHAT TO MAKE OF THAT!
HEY!
THAT DREAM MUST HAVE SPOOKED ME MORE THAN I REALIZED!
IT LOOKED LIKE MY COSTUME WAS MOVING JUST THEN--
--BUT I DIDN'T THINK IT COULD DO THAT WITHOUT AT LEAST SOME SORT OF MENTAL COMMAND FROM ME!
UH-OH! IT'S LATER THAN I THOUGHT! MUST BE LATE AFTERNOON!
LOOKS LIKE I SLEPT THROUGH ANOTHER DAY!
I'VE BEEN DOING THAT LATELY! IN FACT, I'VE BEEN DOING A LOT OF STRANGE THINGS...
WELL, I CAN'T KEEP LIVING ON THE EDGE LIKE THIS--!
I'VE JUST GOT TO GET MYSELF TOGETHER! GOT TO TAKE CHARGE OF MY LIFE!
AND, I'M GOING TO START BY GETTING SOME HARD ANSWERS ABOUT MY COSTUME...


AND SO, SOMETIME LATER...
THERE'S MY DESTINATION!
THE BAXTER BUILDING--HEADQUARTERS OF THE FANTASTIC FOUR!
REED RICHARDS ONCE VOLUNTEERED TO ANALYZE MY COSTUME FOR ME!
BUT I JUST NEVER MADE THE TIME TO DROP IN ON HIM... UNTIL NOW!
HOPE HE'S HOME!
I WONDER IF I SHOULD HAVE PHONED AHEAD FOR AN APPOINTMENT?
UNKNOWN TO SPIDER-MAN, SCANNERS--LOCATED ON THE BUILDING'S ROOFTOP--ARE ALREADY AWARE OF HIS PRESENCE...
AND, ONCE THEY HAVE CONFIRMED HIS IDENTITY...
THIS WINDOW SUDDENLY OPENED IN FRONT OF ME! AND SINCE I'M NOT GETTING ANY SPIDER-SENSE DANGER WARNING TINGLE...
...I MIGHT AS WELL TAKE ADVANTAGE OF IT!
GREETINGS, SPIDER-MAN!
WHA--?! WHO ARE YOU?
I AM H.U.B.E.R.T.
MR. FANTASTIC AND THE HUMAN TORCH HAVE ALREADY BEEN NOTIFIED OF YOUR ARRIVAL. I SHALL ESCORT YOU TO THEM.
YEAH, THANKS.
I SHOULD HAVE REALIZED THAT FF HEADQUARTERS WOULD BE PROTECTED AGAINST SURPRISE VISITORS!
MOMENTS LATER...
YOU MAY ENTER THE THIRD LABORATORY ON THE LEFT. THEY ARE WAITING FOR YOU INSIDE.
WOW! THIS PLACE IS HUGE! AWESOME--!
HIYA, WEBS!
I'M SORRY THAT THE TORCH AND I COULDN'T BE THERE TO GREET YOU WHEN YOU ARRIVED, SPIDER-MAN, BUT WE WERE RIGHT IN THE MIDDLE OF A VERY IMPORTANT EXPERIMENT IN HEAT CONVERSION.

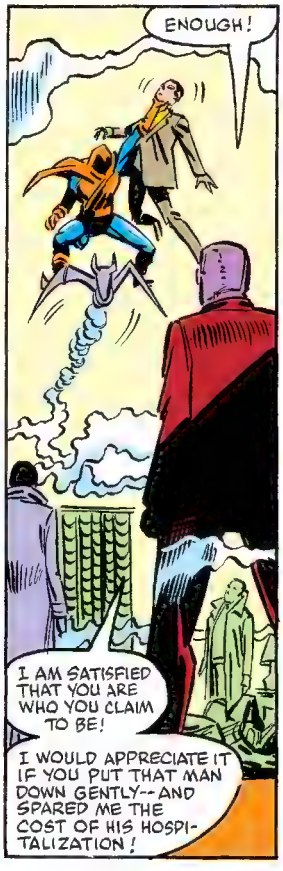

LONG TIME NO SEE, SPIDEY!
WHY THE UNEXPECTED VISIT?
I...ER...COULD USE SOME HELP, MATCHSTICK!
MY NEW COSTUME HAS BEEN ACTING KIND'A WEIRD LATELY, AND I WAS WONDERING IF...
NO PROBLEM, SON! I'D BE GLAD TO EXAMINE IT FOR YOU!
IN FACT, I WAS HOPING YOU'D TAKE ME UP ON MY EARLIER OFFER!
JUST RELAX--! IT WILL ONLY TAKE ME A FEW MINUTES TO ASSEMBLE THE PROPER TESTING EQUIPMENT.
I DON'T WANT TO ALARM SPIDER-MAN UNNECESSARILY, BUT IF WHAT I SUSPECT IS TRUE... THIS COSTUME IS FAR MORE THAN IT APPEARS TO BE!
MOMENTS LATER, THE TESTS BEGIN...
HM! NO TRACE OF ANY MECHANICAL STRUCTURES!
WHERE CAN THAT WEBBING BE ORIGINATING FROM?
PWIP!
IT CAN APPARENTLY MIMIC ANY OUTWARD APPEARANCE THAT YOU CAN PICTURE IN YOUR MIND! FASCINATING--!
AND THE WAY IT FLOWS ON AND OFF YOUR BODY--! AMAZING!
12

MEANWHILE, ACROSS TOWN--
--AT THE PENTHOUSE APARTMENT OF THE CRIMINAL MASTERMIND KNOWN SIMPLY AS...THE ROSE!
MR. JOHNSTON! MR. VARLEY!
I WISH YOU TWO WOULD STOP GAWKING AT OUR GUEST.
IT IS RATHER RUDE.
YOU NEEDN'T STAND ON SUCH CEREMONY, ROSE! I'M QUITE USED TO PEOPLE STARING AT ME!
AFTER ALL, WHO WOULDN'T BE IMPRESSED BY--
--THE HOBGOBLIN!
YES, YOU ARE IMPRESSIVE. I'LL GIVE YOU THAT!
HOWEVER, BEFORE I LISTEN TO WHATEVER PROPOSALS YOU WISH TO MAKE, THERE IS ONE SMALL MATTER WHICH CONCERNS ME!
ACCORDING TO SOME VERY RELIABLE WITNESSES, THE HOBGOBLIN IS DEAD*...
AS YOU CAN SEE FOR YOURSELF, THE RUMORS OF MY DEATH ARE GREATLY EXAGGERATED!
SEE ISSUE 251 -- DANNY.
PERHAPS. AND YET, ANY MAN CAN DON A COSTUME...EVEN ONE AS OUTLANDISH AS YOURS.
I TRUST YOU WILL NOT OBJECT TO A LITTLE TEST.
BZZT-ZAT!
13


A TEST? OH, COME NOW, ROSE...
ONLY CHILDREN AND AMATEURS NEED TESTS...SO THAT THEY CAN PROVE THEIR SKILLS!

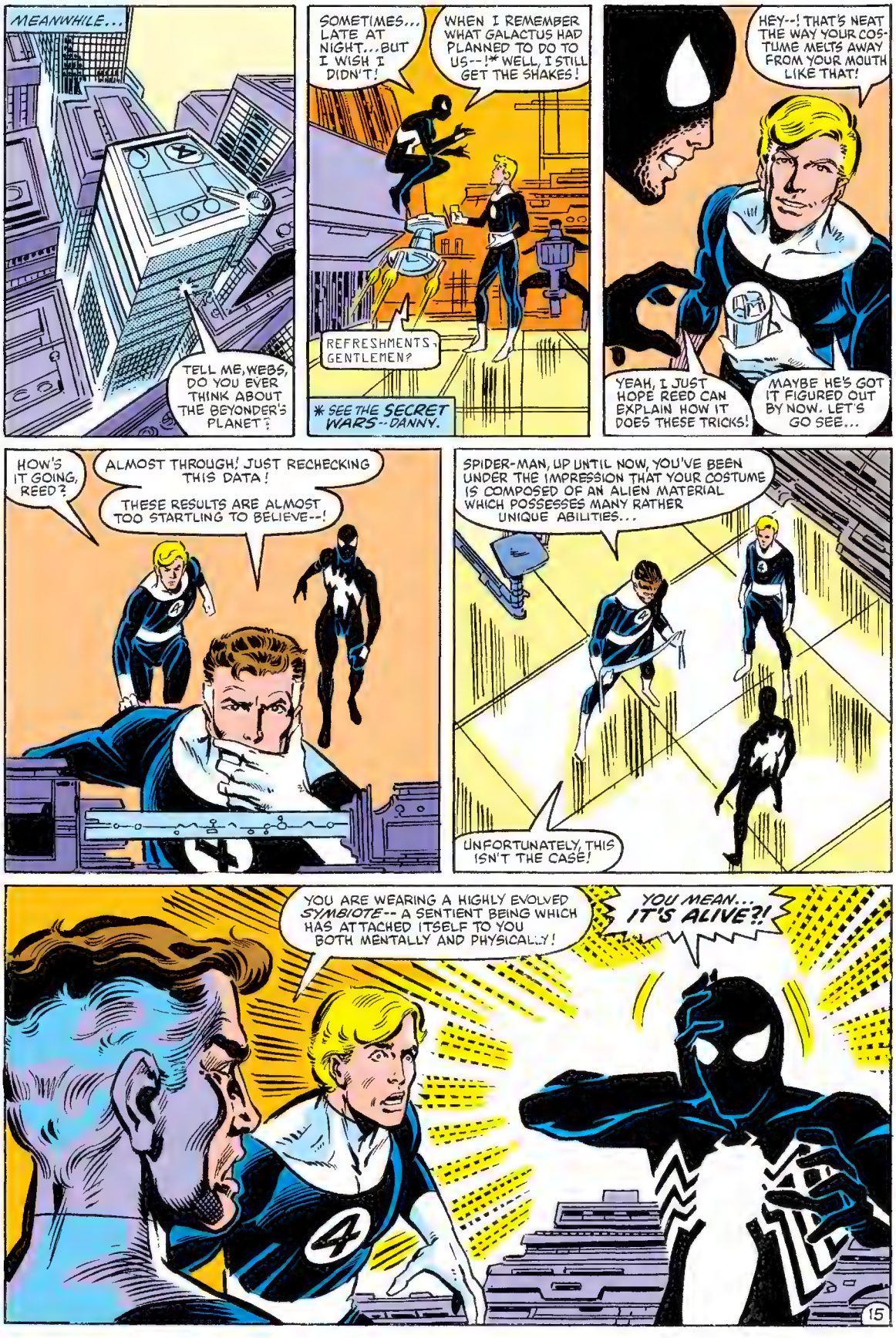

I AM THE HOBGOBLIN--
--AND I WOULD FIND THIS WHOLE CHARADE INSULTING...

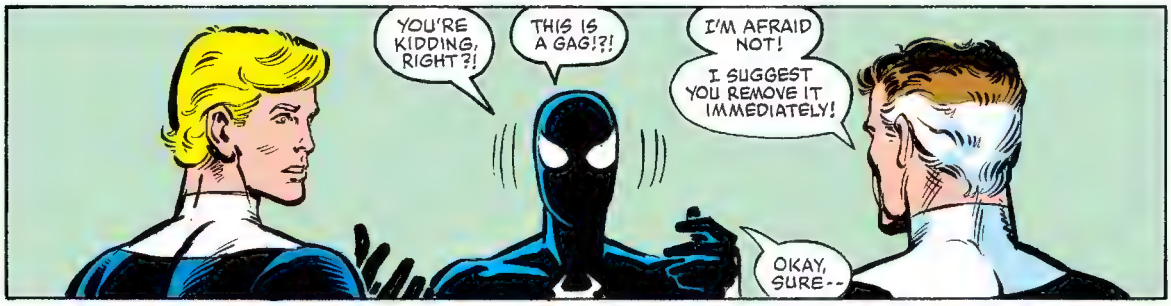
...WERE IT NOT SO AMUSING!
AARGH!

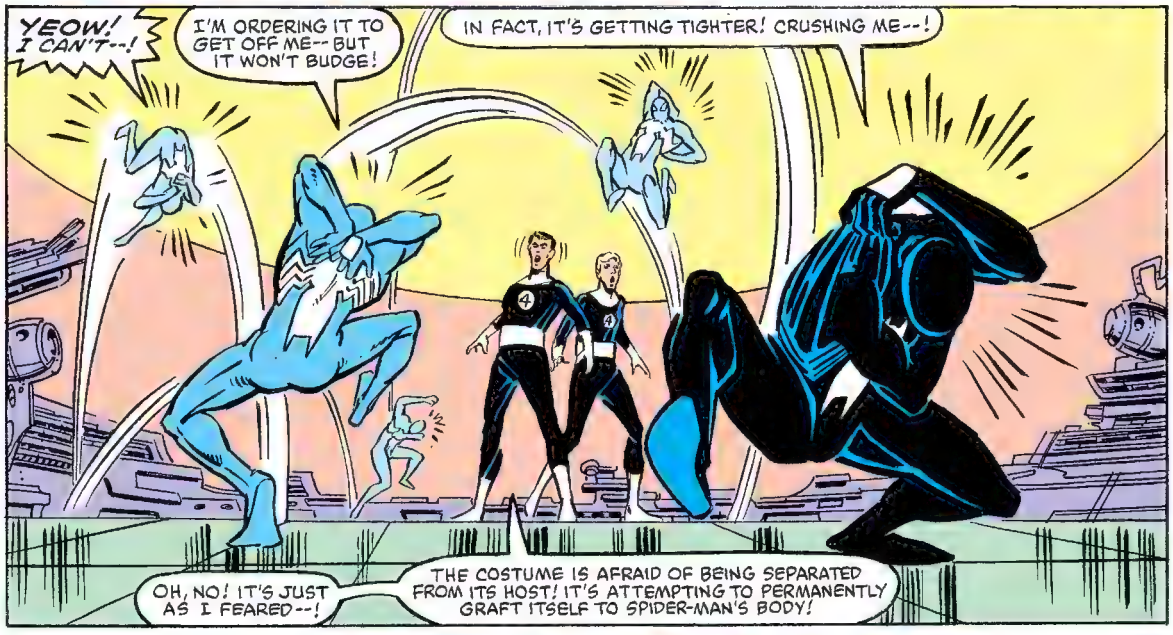

ENOUGH!
I AM SATISFIED THAT YOU ARE WHO YOU CLAIM TO BE!
I WOULD APPRECIATE IT IF YOU PUT THAT MAN DOWN GENTLY--AND SPARED ME THE COST OF HIS HOSPITALIZATION!

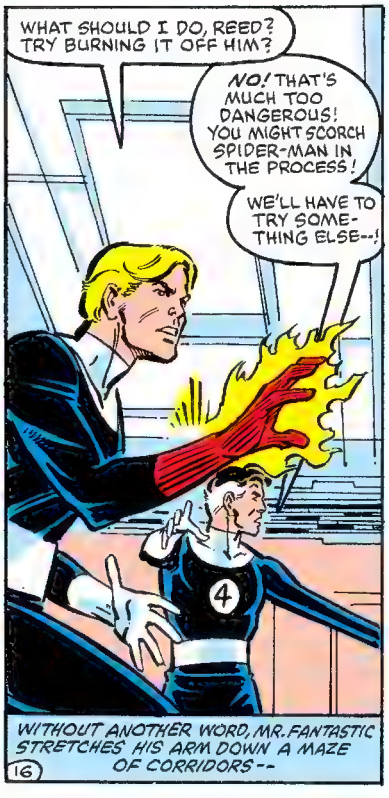
FIVE SECONDS! HE TOOK OUT A HANDFUL OF OUR BEST MEN IN FIVE SECONDS! UNBELIEVABLE--!
NOW THEN, LET'S GET DOWN TO BUSINESS, SHALL WE?
I BELIEVE YOU HAVE A PROPOSITION...

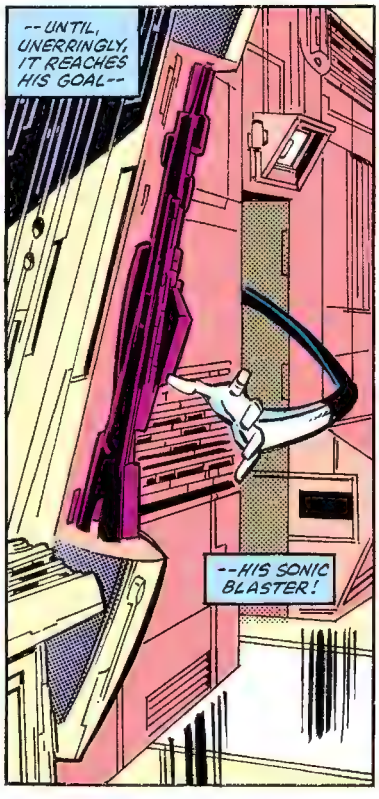
I DO! ONE WHICH WILL HELP INCREASE YOUR POWER...UNTIL IT RIVALS THAT OF THE KINGPIN OF CRIME HIMSELF--
--WHILE, AT THE SAME TIME, IT ALSO INSURES THE DEATH OF OUR MUTUAL FOE... SPIDER-MAN!

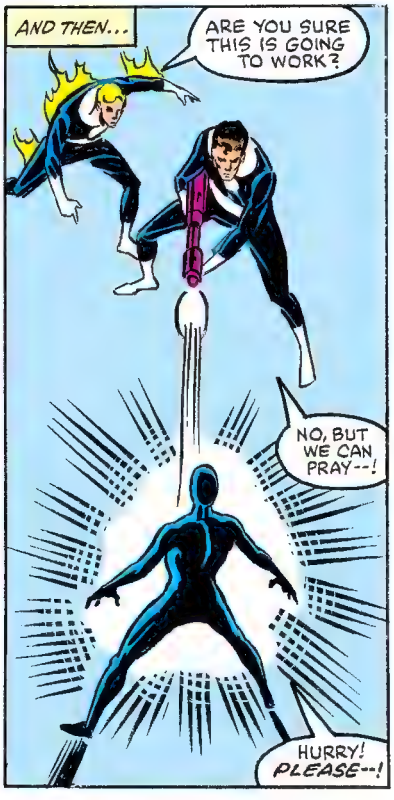

MEANWHILE...
TELL ME, WEBS, DO YOU EVER THINK ABOUT THE BEYONDER'S PLANET?
SOMETIMES... LATE AT NIGHT... BUT I WISH I DIDN'T!
WHEN I REMEMBER WHAT GALACTUS HAD PLANNED TO DO TO US--! * WELL, I STILL GET THE SHAKES!
REFRESHMENTS, GENTLEMEN?
* SEE THE SECRET WARS--DANNY.
HEY--! THAT'S NEAT THE WAY YOUR COSTUME MELTS AWAY FROM YOUR MOUTH LIKE THAT!
YEAH, I JUST HOPE REED CAN EXPLAIN HOW IT DOES THESE TRICKS!
MAYBE HE'S GOT IT FIGURED OUT BY NOW. LET'S GO SEE...
HOW'S IT GOING, REED?
ALMOST THROUGH! JUST RECHECKING THIS DATA!
THESE RESULTS ARE ALMOST TOO STARTLING TO BELIEVE--!
SPIDER-MAN, UP UNTIL NOW, YOU'VE BEEN UNDER THE IMPRESSION THAT YOUR COSTUME IS COMPOSED OF AN ALIEN MATERIAL WHICH POSSESSES MANY RATHER UNIQUE ABILITIES...
UNFORTUNATELY, THIS ISN'T THE CASE!
YOU ARE WEARING A HIGHLY EVOLVED SYMBIOTE-- A SENTIENT BEING WHICH HAS ATTACHED ITSELF TO YOU BOTH MENTALLY AND PHYSICALLY!
YOU MEAN... IT'S ALIVE?!

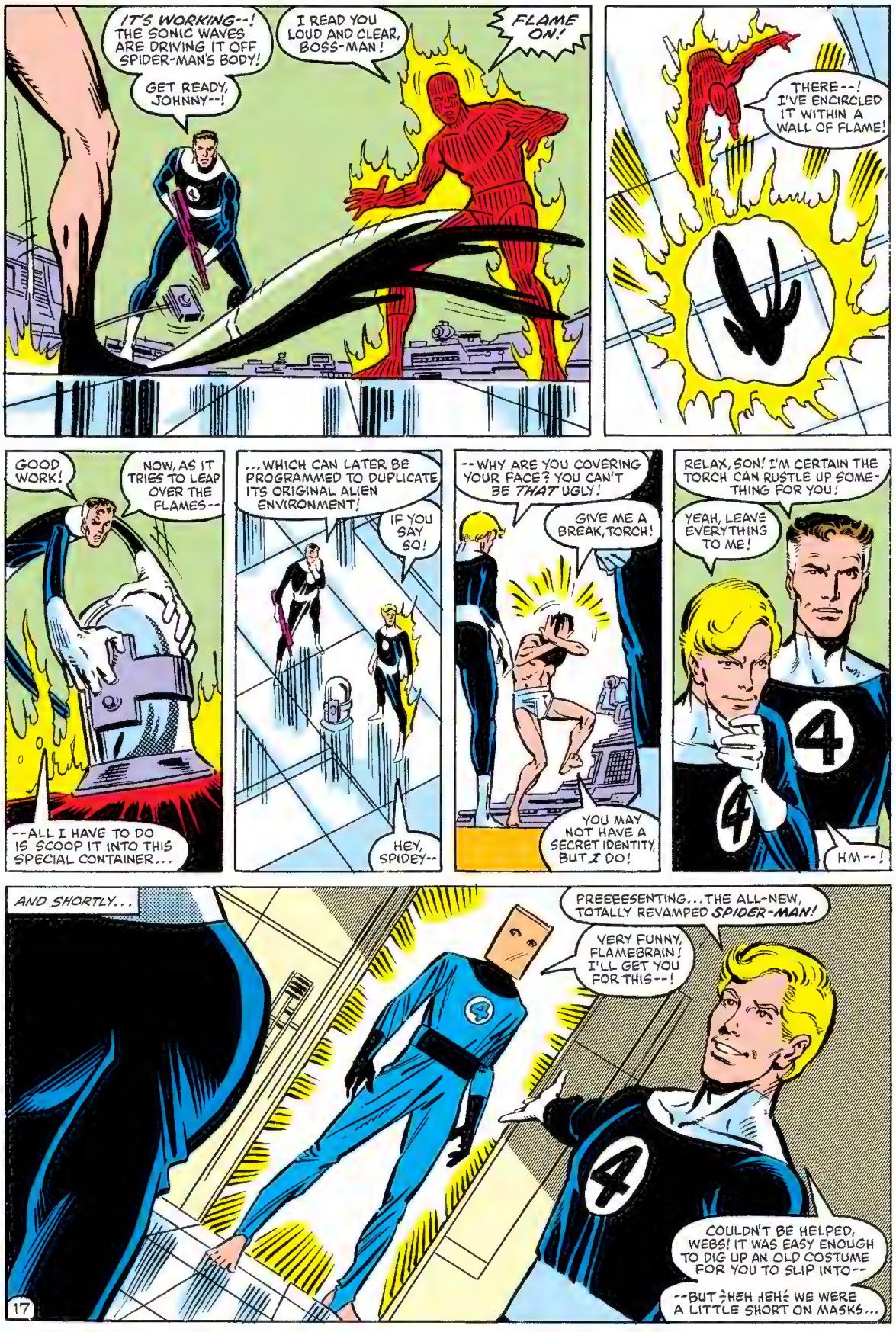

YOU'RE KIDDING, RIGHT?!
THIS IS A GAG!?!
I'M AFRAID NOT!
I SUGGEST YOU REMOVE IT IMMEDIATELY!
OKAY, SURE--

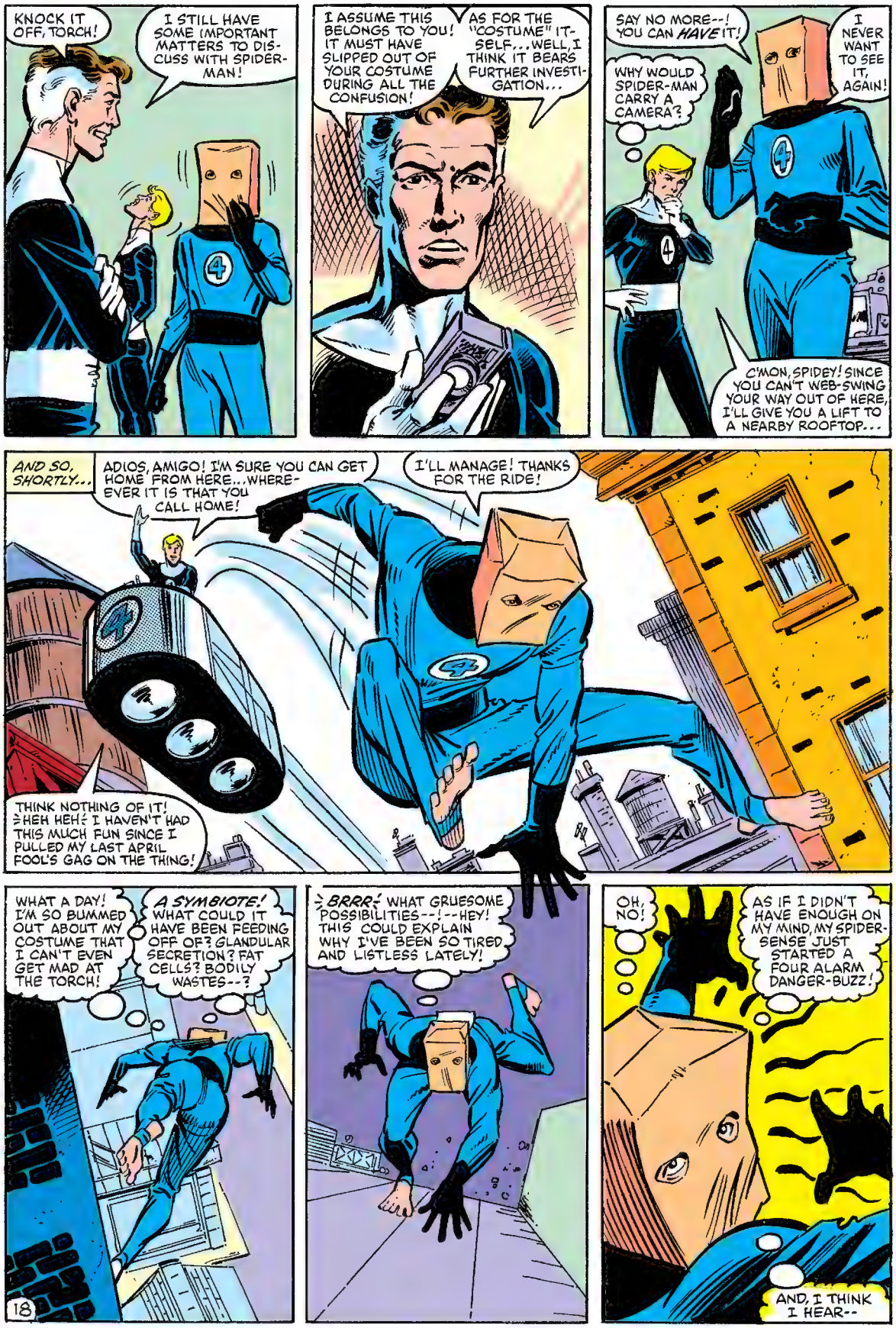

YEOW! I CAN'T--!
I'M ORDERING IT TO GET OFF ME--BUT IT WON'T BUDGE!
IN FACT, IT'S GETTING TIGHTER! CRUSHING ME--!
OH, NO! IT'S JUST AS I FEARED--!
THE COSTUME IS AFRAID OF BEING SEPARATED FROM ITS HOST! IT'S ATTEMPTING TO PERMANENTLY GRAFT ITSELF TO SPIDER-MAN'S BODY!

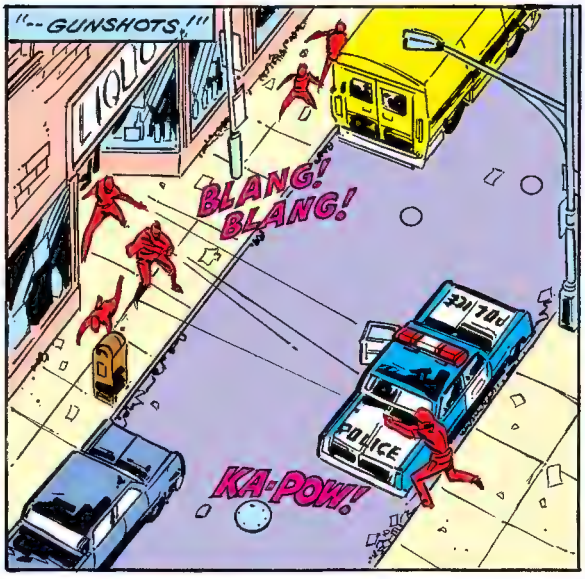

WHAT SHOULD I DO, REED? TRY BURNING IT OFF HIM?
NO! THAT'S MUCH TOO DANGEROUS! YOU MIGHT SCORCH SPIDER-MAN IN THE PROCESS!
WE'LL HAVE TO TRY SOMETHING ELSE--!
WITHOUT ANOTHER WORD, MR. FANTASTIC STRETCHES HIS ARM DOWN A MAZE OF CORRIDORS--
16

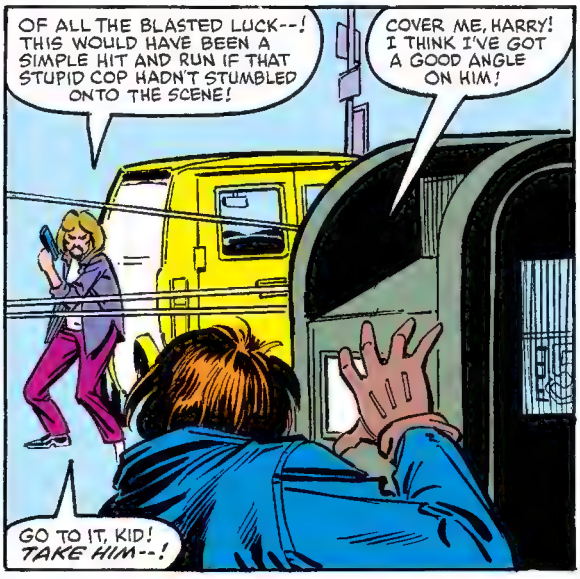

--UNTIL, UNERRINGLY, IT REACHES HIS GOAL--
--HIS SONIC BLASTER!

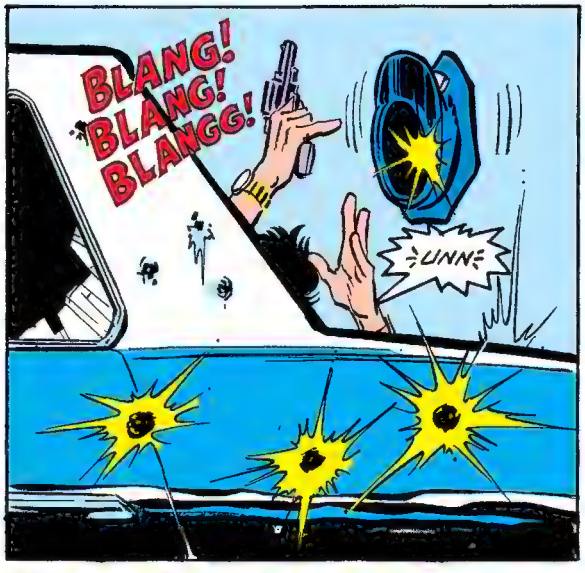

AND THEN...
ARE YOU SURE THIS IS GOING TO WORK?
NO, BUT WE CAN PRAY--!
HURRY! PLEASE--!


IT'S WORKING--! THE SONIC WAVES ARE DRIVING IT OFF SPIDER-MAN'S BODY!
I READ YOU LOUD AND CLEAR, BOSS-MAN!
FLAME ON!
GET READY, JOHNNY--!
THERE--! I'VE ENCIRCLED IT WITHIN A WALL OF FLAME!
GOOD WORK!
NOW, AS IT TRIES TO LEAP OVER THE FLAMES--
--ALL I HAVE TO DO IS SCOOP IT INTO THIS SPECIAL CONTAINER...
...WHICH CAN LATER BE PROGRAMMED TO DUPLICATE ITS ORIGINAL ALIEN ENVIRONMENT!
IF YOU SAY SO!
HEY, SPIDEY--
--WHY ARE YOU COVERING YOUR FACE? YOU CAN'T BE THAT UGLY!
GIVE ME A BREAK, TORCH!
YOU MAY NOT HAVE A SECRET IDENTITY, BUT I DO!
RELAX, SON! I'M CERTAIN THE TORCH CAN RUSTLE UP SOMETHING FOR YOU!
YEAH, LEAVE EVERYTHING TO ME!
HM--!
AND SHORTLY...
PREEEESENTING...THE ALL-NEW, TOTALLY REVAMPED SPIDER-MAN!
VERY FUNNY, FLAMEBRAIN! I'LL GET YOU FOR THIS--!
COULDN'T BE HELPED, WEBS! IT WAS EASY ENOUGH TO DIG UP AN OLD COSTUME FOR YOU TO SLIP INTO--
--BUT HEH HEH WE WERE A LITTLE SHORT ON MASKS...

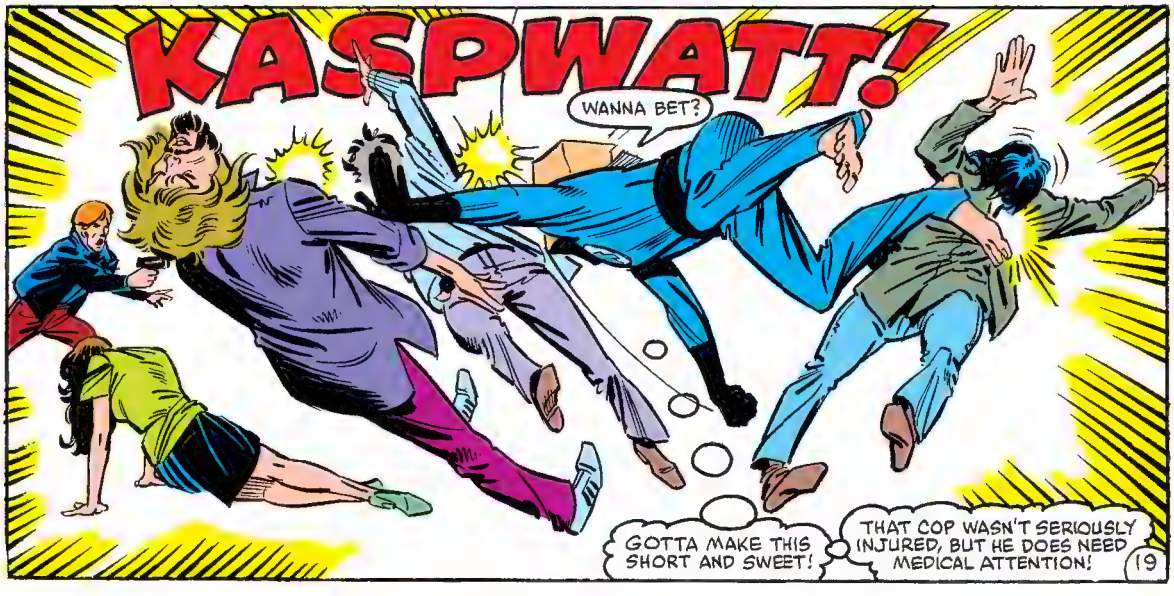

KNOCK IT OFF, TORCH!
I STILL HAVE SOME IMPORTANT MATTERS TO DISCUSS WITH SPIDER-MAN!
I ASSUME THIS BELONGS TO YOU! IT MUST HAVE SLIPPED OUT OF YOUR COSTUME DURING ALL THE CONFUSION!
AS FOR THE "COSTUME" ITSELF...WELL, I THINK IT BEARS FURTHER INVESTIGATION...
SAY NO MORE--! YOU CAN HAVE IT!
I NEVER WANT TO SEE IT, AGAIN!
WHY WOULD SPIDER-MAN CARRY A CAMERA?
C'MON, SPIDEY! SINCE YOU CAN'T WEB-SWING YOUR WAY OUT OF HERE, I'LL GIVE YOU A LIFT TO A NEARBY ROOFTOP...
AND SO, SHORTLY...
ADIOS, AMIGO! I'M SURE YOU CAN GET HOME FROM HERE...WHEREEVER IT IS THAT YOU CALL HOME!
I'LL MANAGE! THANKS FOR THE RIDE!
THINK NOTHING OF IT! =HEH HEH= I HAVEN'T HAD THIS MUCH FUN SINCE I PULLED MY LAST APRIL FOOL'S GAG ON THE THING!
WHAT A DAY! I'M SO BUMMED OUT ABOUT MY COSTUME THAT I CAN'T EVEN GET MAD AT THE TORCH!
A SYMBIOTE! WHAT COULD IT HAVE BEEN FEEDING OFF OF? GLANDULAR SECRETION? FAT CELLS? BODILY WASTES--?
=BRRR= WHAT GRUESOME POSSIBILITIES--!--HEY! THIS COULD EXPLAIN WHY I'VE BEEN SO TIRED AND LISTLESS LATELY!
OH, NO!
AS IF I DIDN'T HAVE ENOUGH ON MY MIND, MY SPIDER-SENSE JUST STARTED A FOUR ALARM DANGER-BUZZ!
AND, I THINK I HEAR--
18


"--GUNSHOTS!"
LIQUOR
BLANG! BLANG!
POLICE
KA-POW!

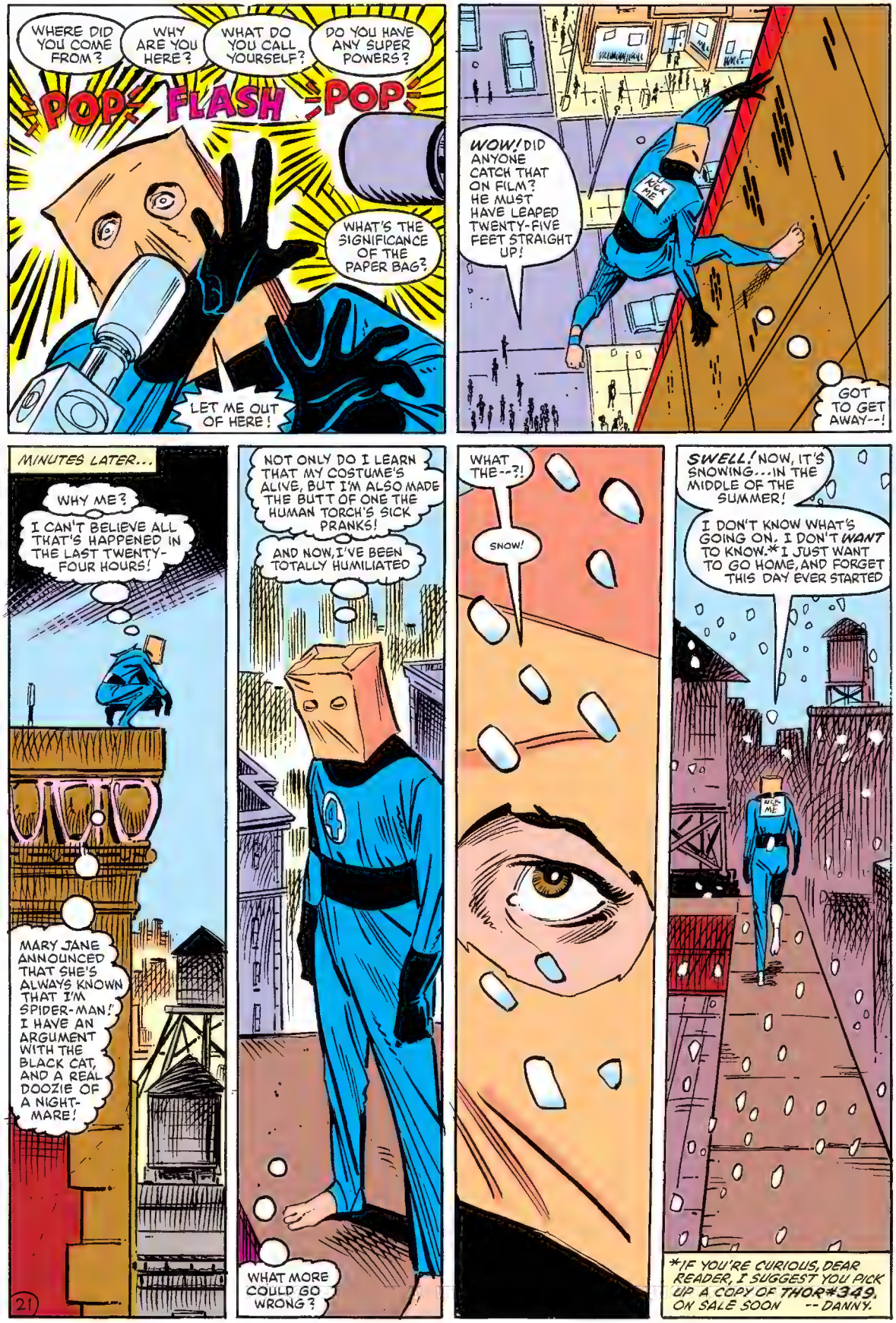

OF ALL THE BLASTED LUCK--! THIS WOULD HAVE BEEN A SIMPLE HIT AND RUN IF THAT STUPID COP HADN'T STUMBLED ONTO THE SCENE!
COVER ME, HARRY! I THINK I'VE GOT A GOOD ANGLE ON HIM!
GO TO IT, KID! TAKE HIM--!

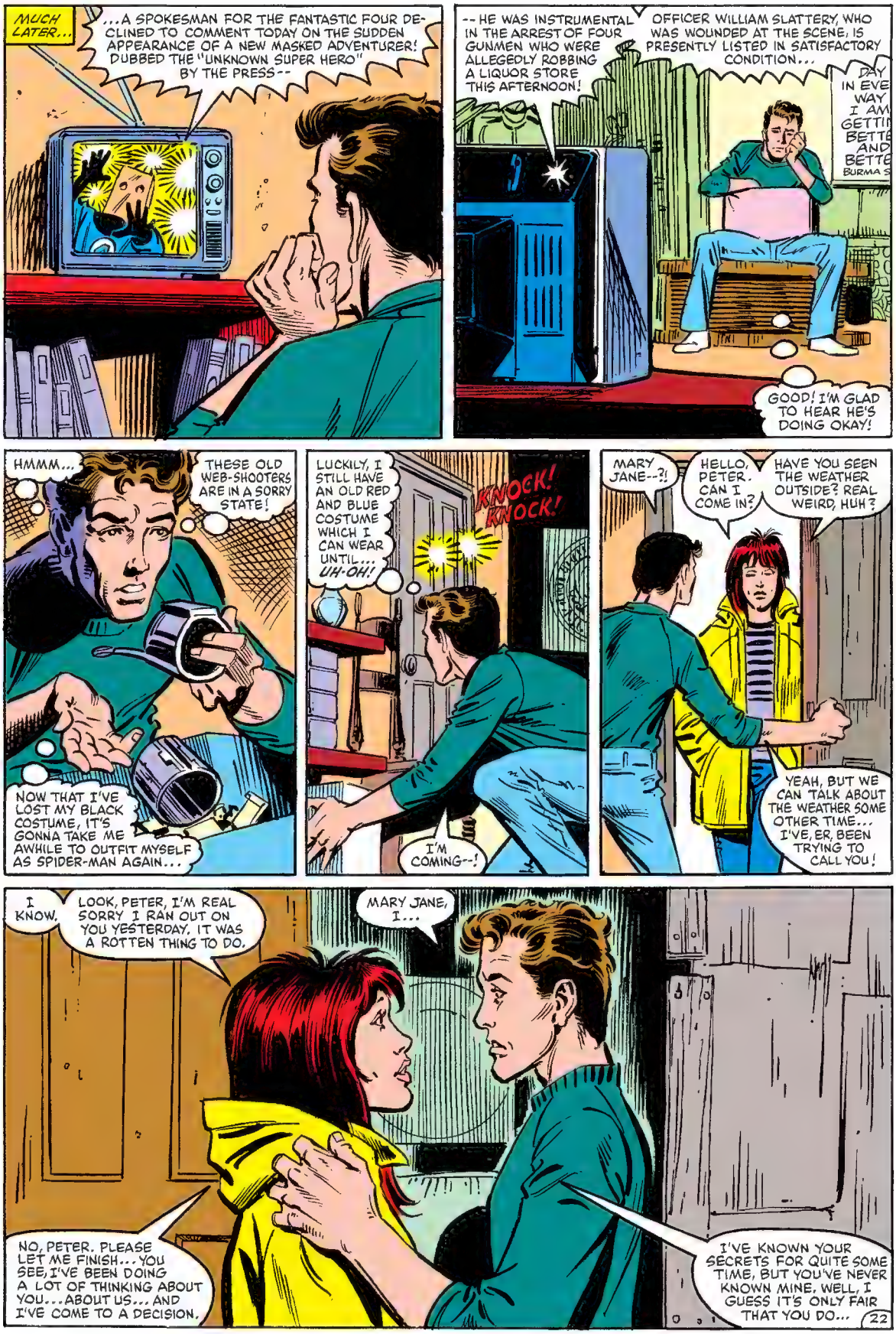

BLANG! BLANG! BLANGG!
UNN!

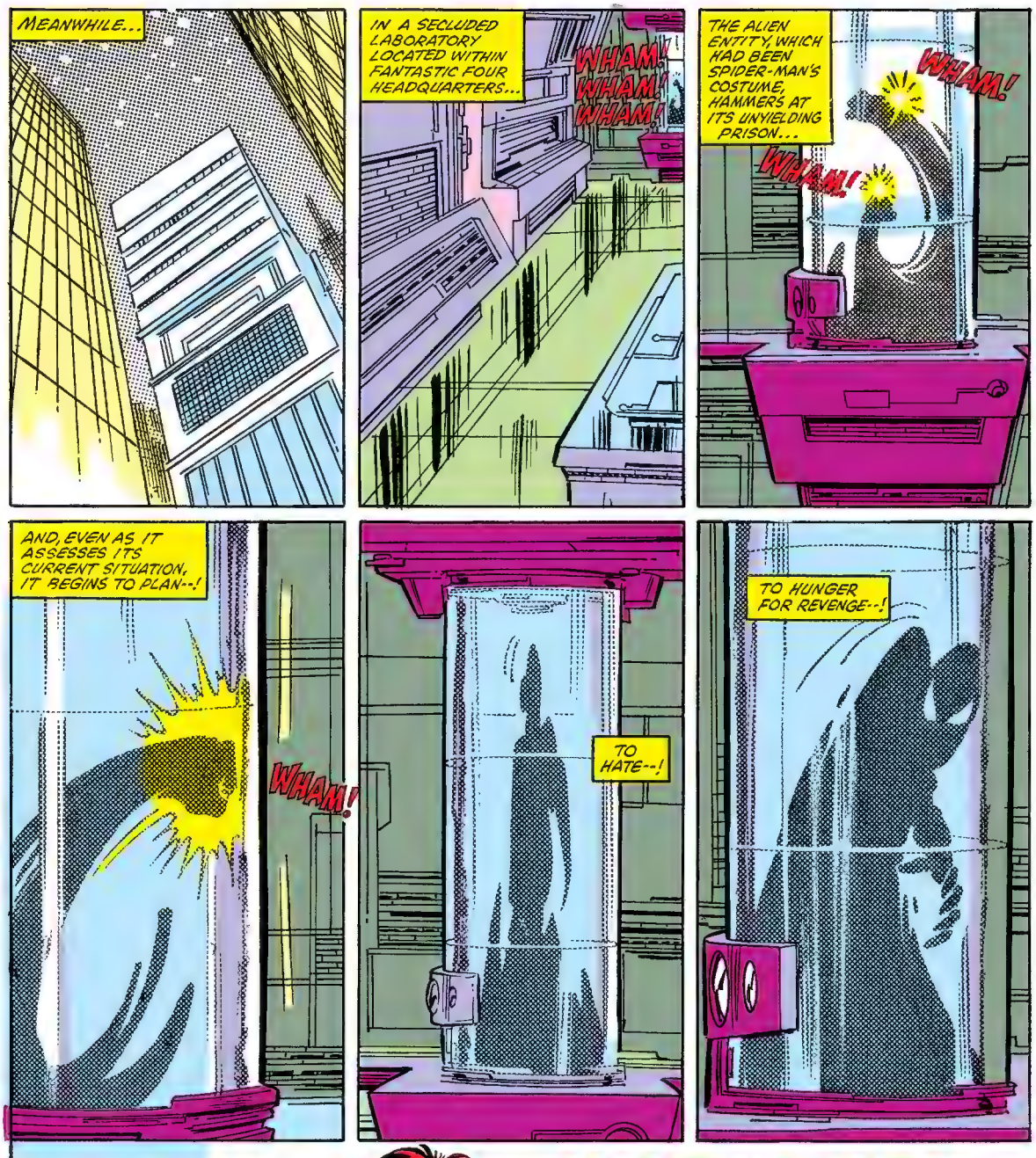
I WINGED HIM!
LET GO OF ME!
GOOD SHOT, KID!
I GOT US A HOSTAGE! NOTHING CAN STOP US NOW--

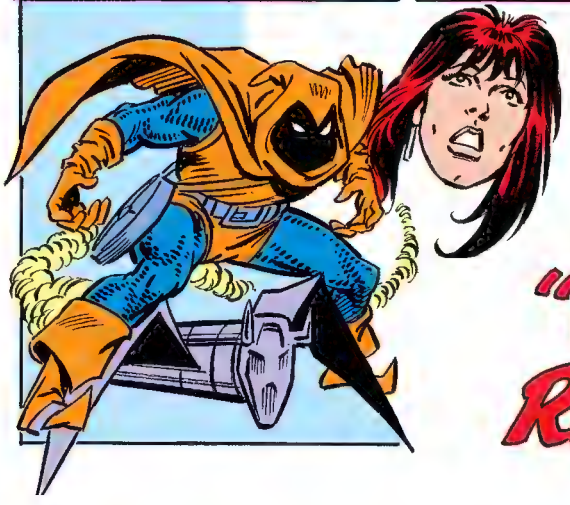

KASPWATT!
WANNA BET?
GOTTA MAKE THIS SHORT AND SWEET!
THAT COP WASN'T SERIOUSLY INJURED, BUT HE DOES NEED MEDICAL ATTENTION!

THREE DOWN, AND ONLY LAUGHING BOY TO GO--!
=SHEESH= I GOTTA KEEP THIS MASK FROM FALLING OFF MY FACE! I WONDER IF I LOOK AS DUMB AS I FEEL?
WH-WHO ARE YOU? WHAT DO YOU WANT?
ME? I'M JUST YOUR FRIENDLY NEIGHBORHOOD TRAVEL AGENT!
AND I'M HERE TO PRESENT YOU WITH A FREE TICKET TO LOOSE TOOTH CITY!
FWAK!
PLEASANT DREAMS, CHUCKLES!
YOU ALL RIGHT, LADY?
I...ER... THINK SO, THANKS!
LOOKS LIKE POLICE REINFORCEMENTS HAVE FINALLY ARRIVED--
--AND THEY'VE BROUGHT A WHOLE PASSEL OF REPORTERS WITH THEM!
OH, NO!
HOLD ON, FELLA! WE'D LIKE TO ASK YOU SOME QUESTIONS!
YOU'RE UNARMED! HOW'D YOU EVER SUB-DUE FOUR GUNMEN?
WHY ARE YOU WEARING AN OUTDATED FANTASTIC FOUR COSTUME? ARE YOU A NEW MEMBER-- OR DO YOU PLAN TO APPLY FOR MEMBERSHIP?
WHO ARE YOU? WHY ARE YOU DRESSED LIKE THAT?
IS THIS SOME SORT OF SUPER HERO INITIATION PRANK?
PLEASE LOOK THIS WAY--!


WHERE DID YOU COME FROM?
WHY ARE YOU HERE?
WHAT DO YOU CALL YOURSELF?
DO YOU HAVE ANY SUPER POWERS?
POP
FLASH
POP
WHAT'S THE SIGNIFICANCE OF THE PAPER BAG?
LET ME OUT OF HERE!
WOW! DID ANYONE CATCH THAT ON FILM? HE MUST HAVE LEAPED TWENTY-FIVE FEET STRAIGHT UP!
KICK ME
GOT TO GET AWAY--!
MINUTES LATER...
WHY ME?
I CAN'T BELIEVE ALL THAT'S HAPPENED IN THE LAST TWENTY-FOUR HOURS!
MARY JANE ANNOUNCED THAT SHE'S ALWAYS KNOWN THAT I'M SPIDER-MAN! I HAVE AN ARGUMENT WITH THE BLACK CAT, AND A REAL DOOZIE OF A NIGHT-MARE!
NOT ONLY DO I LEARN THAT MY COSTUME'S ALIVE, BUT I'M ALSO MADE THE BUTT OF ONE THE HUMAN TORCH'S SICK PRANKS!
AND NOW, I'VE BEEN TOTALLY HUMILIATED
WHAT MORE COULD GO WRONG?
WHAT THE--?!
SNOW!
SWELL! NOW, IT'S SNOWING... IN THE MIDDLE OF THE SUMMER!
I DON'T KNOW WHAT'S GOING ON. I DON'T WANT TO KNOW.* I JUST WANT TO GO HOME, AND FORGET THIS DAY EVER STARTED
KICK ME
*IF YOU'RE CURIOUS, DEAR READER, I SUGGEST YOU PICK UP A COPY OF THOR #349, ON SALE SOON -- DANNY.
21


MUCH LATER...
...A SPOKESMAN FOR THE FANTASTIC FOUR DECLINED TO COMMENT TODAY ON THE SUDDEN APPEARANCE OF A NEW MASKED ADVENTURER! DUBBED THE "UNKNOWN SUPER HERO" BY THE PRESS--
--HE WAS INSTRUMENTAL IN THE ARREST OF FOUR GUNMEN WHO WERE ALLEGEDLY ROBBING A LIQUOR STORE THIS AFTERNOON!
OFFICER WILLIAM SLATTERY, WHO WAS WOUNDED AT THE SCENE, IS PRESENTLY LISTED IN SATISFACTORY CONDITION...
DAY IN EVE WAY I AM GETTI BETTE AND BETTE BURMA S
GOOD! I'M GLAD TO HEAR HE'S DOING OKAY!
HMMM...
THESE OLD WEB-SHOOTERS ARE IN A SORRY STATE!
NOW THAT I'VE LOST MY BLACK COSTUME, IT'S GONNA TAKE ME AWHILE TO OUTFIT MYSELF AS SPIDER-MAN AGAIN...
LUCKILY, I STILL HAVE AN OLD RED AND BLUE COSTUME WHICH I CAN WEAR UNTIL... UH-OH!
KNOCK! KNOCK!
I'M COMING--!
MARY JANE--?!
HELLO, PETER. CAN I COME IN?
HAVE YOU SEEN THE WEATHER OUTSIDE? REAL WEIRD, HUH?
YEAH, BUT WE CAN TALK ABOUT THE WEATHER SOME OTHER TIME... I'VE, ER, BEEN TRYING TO CALL YOU!
I KNOW.
LOOK, PETER, I'M REAL SORRY I RAN OUT ON YOU YESTERDAY. IT WAS A ROTTEN THING TO DO.
MARY JANE, I...
NO, PETER. PLEASE LET ME FINISH... YOU SEE, I'VE BEEN DOING A LOT OF THINKING ABOUT YOU... ABOUT US... AND I'VE COME TO A DECISION.
I'VE KNOWN YOUR SECRETS FOR QUITE SOME TIME, BUT YOU'VE NEVER KNOWN MINE. WELL, I GUESS IT'S ONLY FAIR THAT YOU DO...
22


MEANWHILE...
IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...
WHAM! WHAM! WHAM!
THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...
WHAM!
WHAM!
AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!
WHAM!
TO HATE--!
TO HUNGER FOR REVENGE--!



NEXT ISSUE!

MARY JANE WATSON REVEALS HER TRAGIC PAST!

PLUS-- THE HOBGOBLIN STRIKES!

DON'T MISS...

"all My Pasts Remembered..!"

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the AMAZING SPIDER-MAN®
THE ORIGINAL IS BACK!
F/R
PLUS
THE NEVER-BEFORE-TOLD TRUE STORY OF MARY JANE WATSON!
THE HOBGOBLIN STRIKES!

SPIDER-MAN™
ALL MY PASTS REMEMBERED!
I'M REAL GLAD WE FINALLY GOT THIS CHANCE TO TALK, PETER.
I CAN JUST IMAGINE HOW CRAZY YOUR LIFE HAS BEEN LATELY... ESPECIALLY SINCE I TOLD YOU THAT I KNOW YOU'RE SPIDER-MAN!*
WHAT AM I GOING TO DO? HOW CAN I EVER CONVINCE MARY JANE THAT SHE'S WRONG ABOUT MY SECRET IDENTITY?
SHOULD I EVEN TRY?!
STAN LEE PRESENTS
TOM DeFALCO-- WRITER
RON FRENZ-- PENCILER
JOSEF RUBINSTEIN-- FINISHER
JOE ROSEN-- LETTERER
BOB SHAREN-- COLORIST
DANNY FINGEROTH-- EDITOR
JIM SHOOTER--EDITOR-IN-CHIEF
*SEE ISSUE #257-- DANNY.

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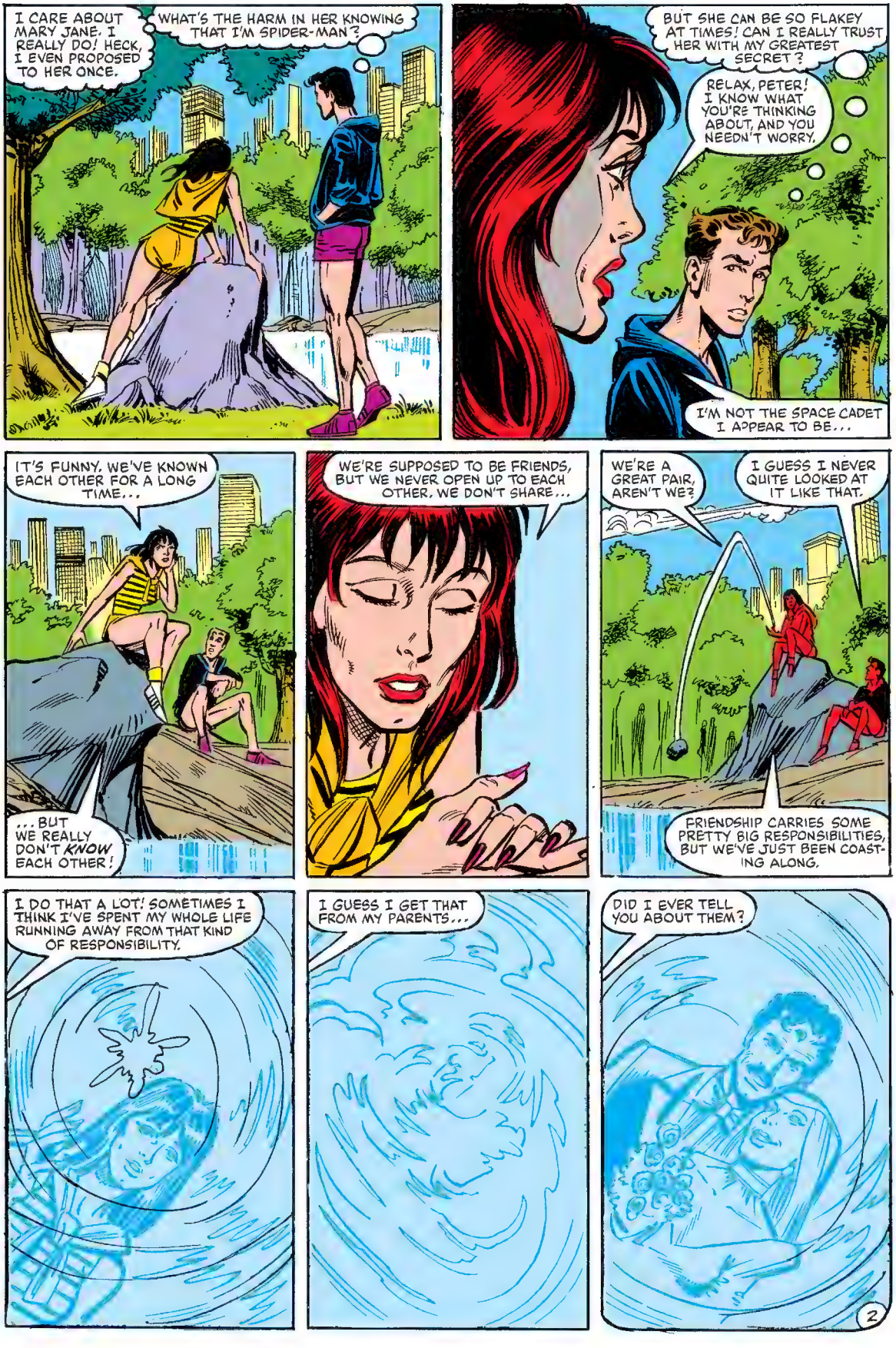
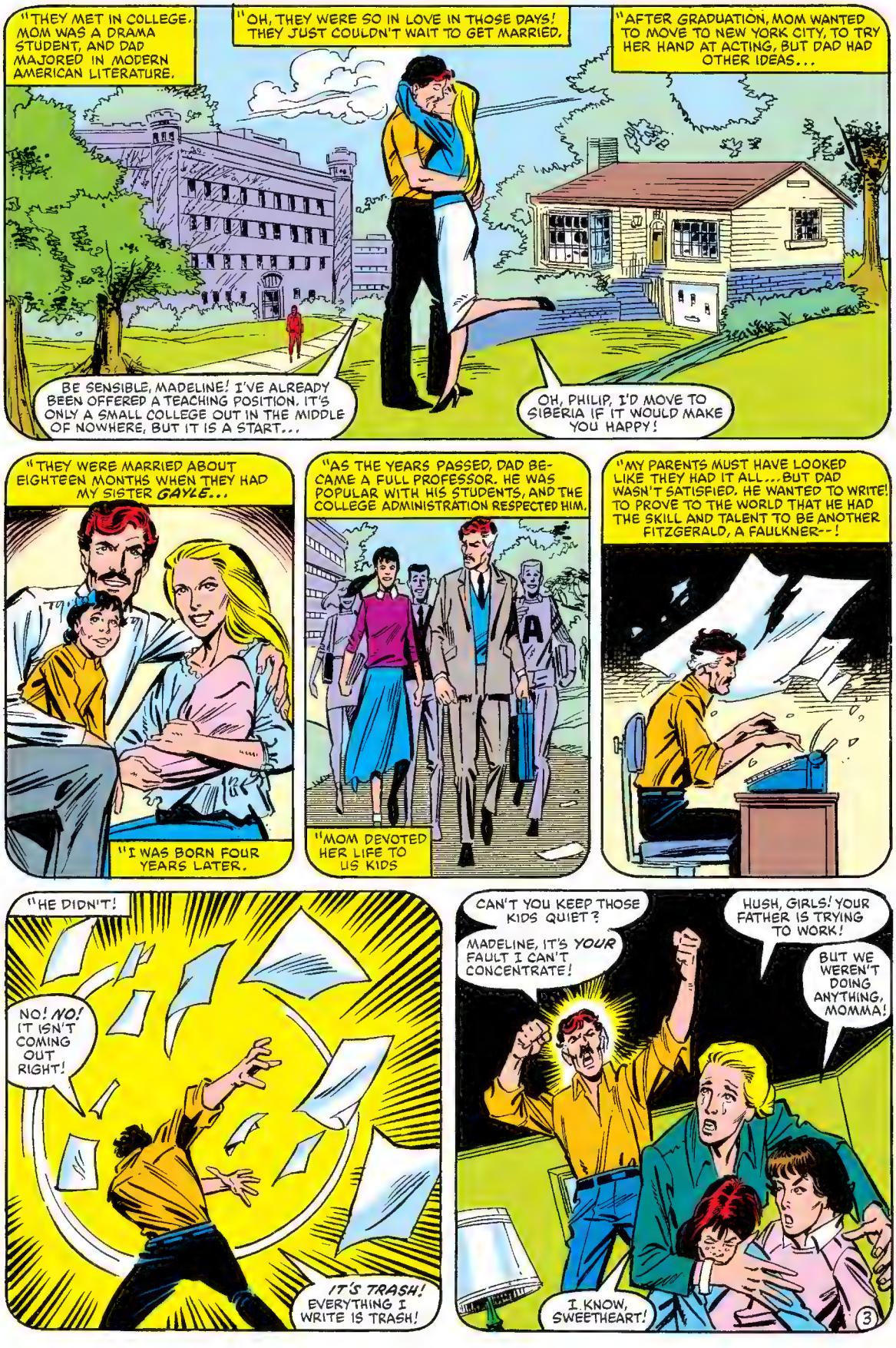
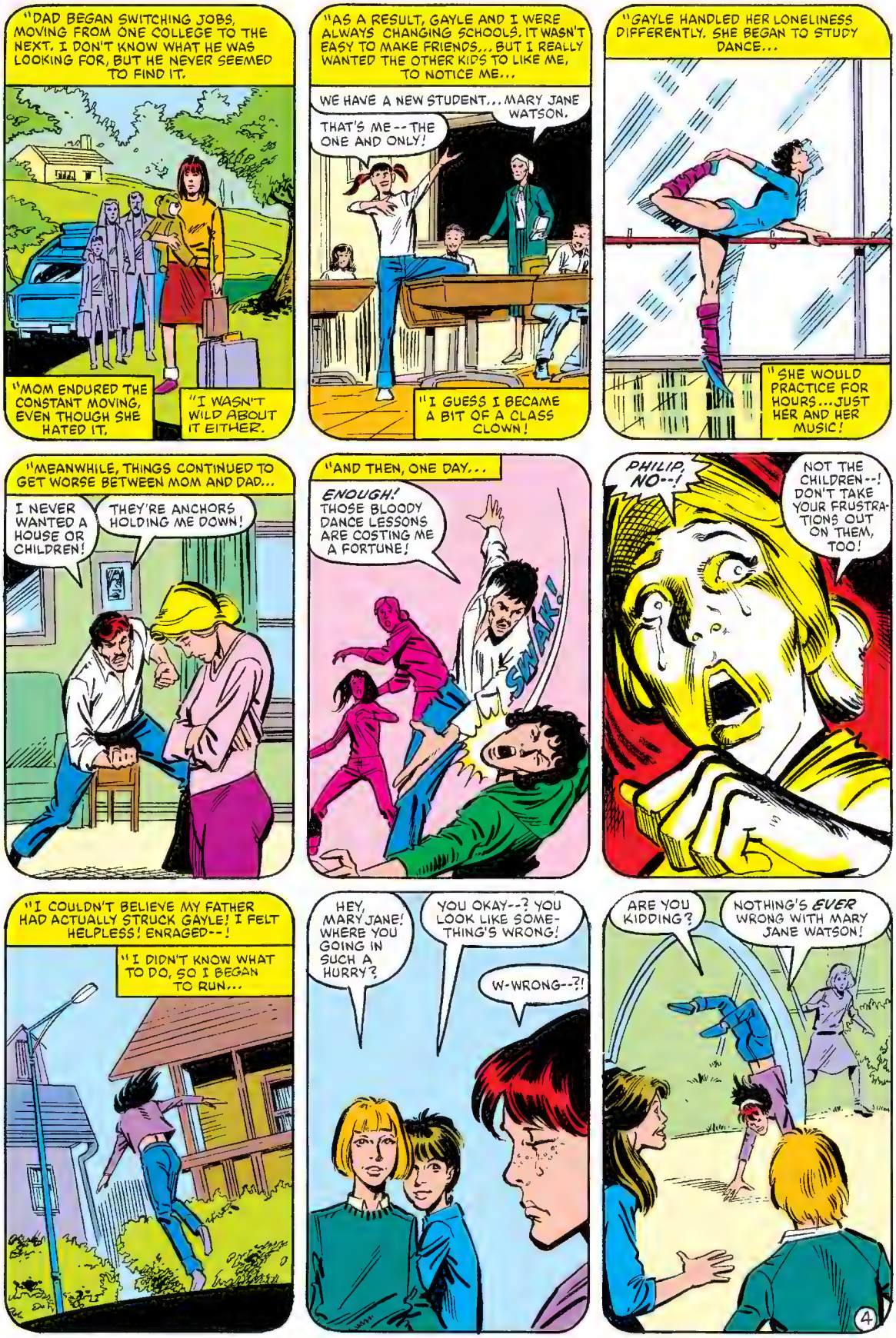
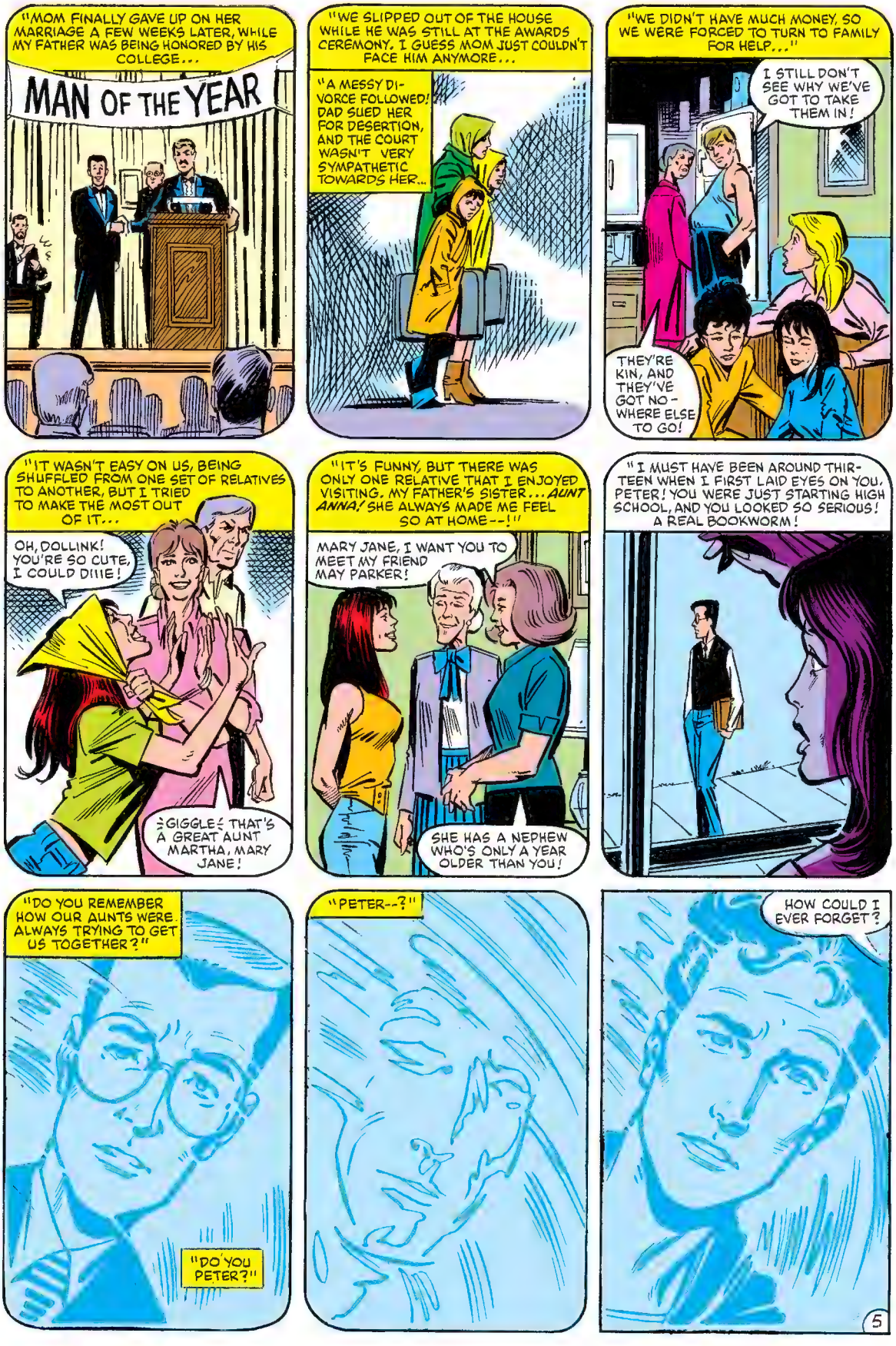
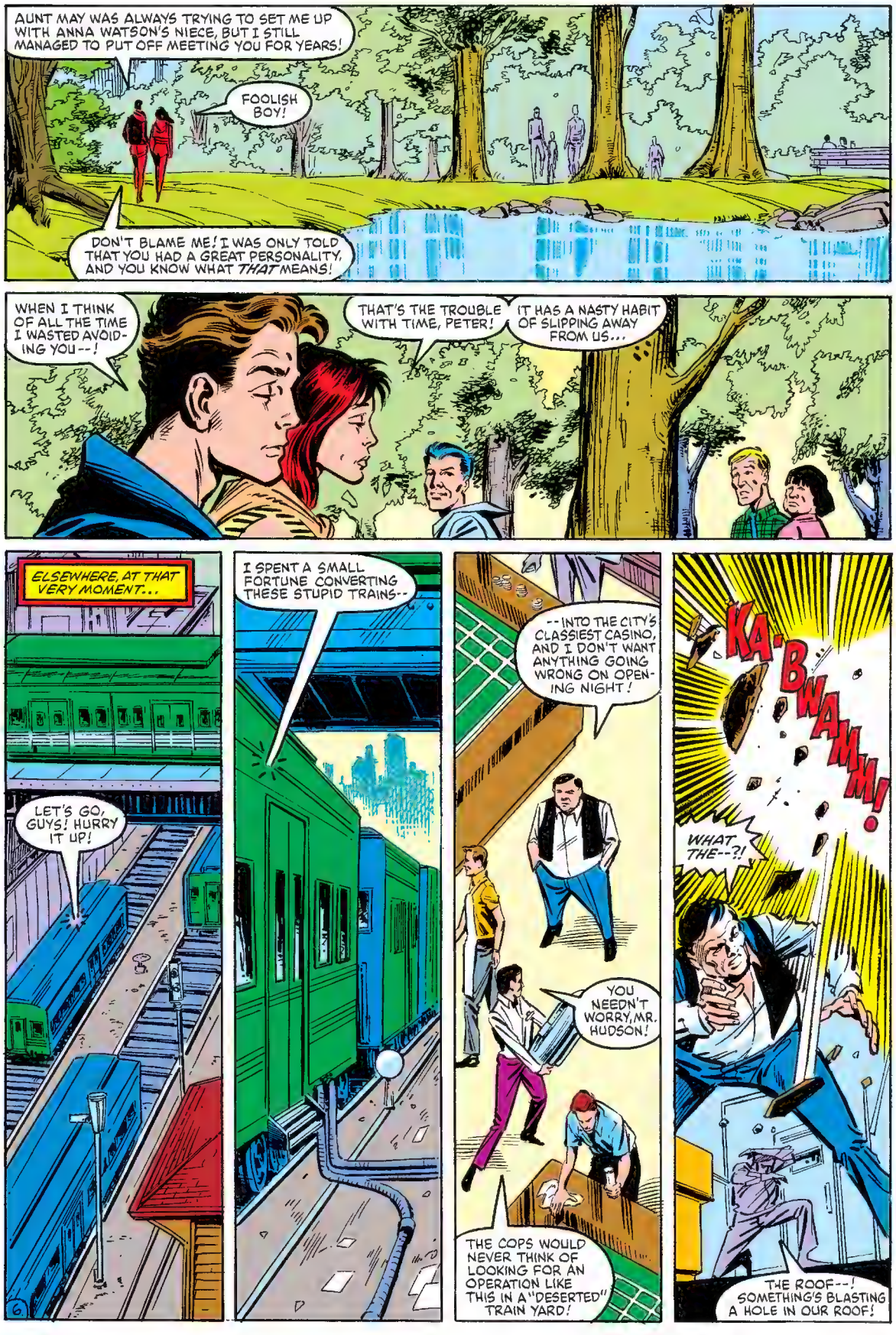
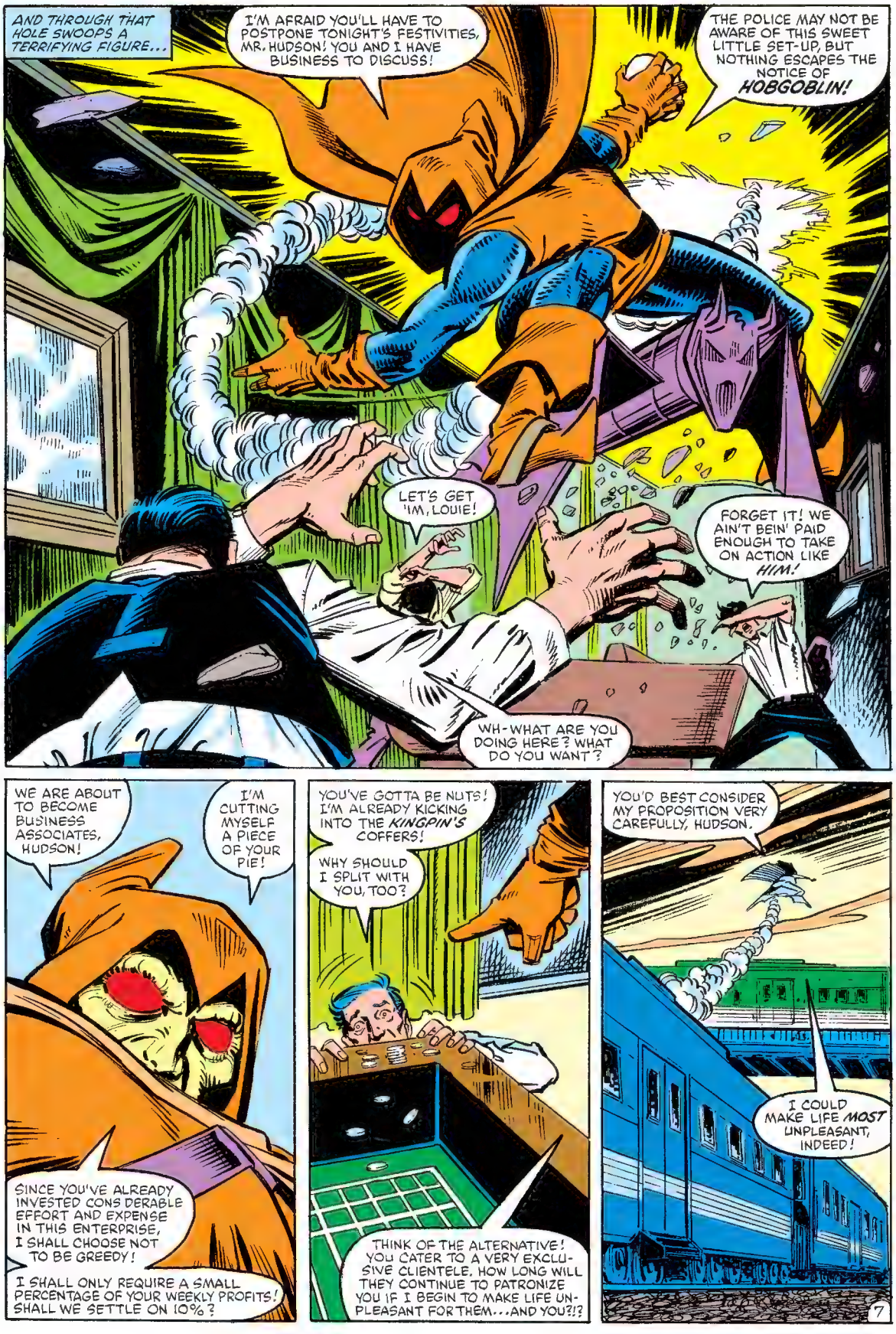

I CARE ABOUT MARY JANE. I REALLY DO! HECK, I EVEN PROPOSED TO HER ONCE.
WHAT'S THE HARM IN HER KNOWING THAT I'M SPIDER-MAN?
BUT SHE CAN BE SO FLAKEY AT TIMES! CAN I REALLY TRUST HER WITH MY GREATEST SECRET?
RELAX, PETER! I KNOW WHAT YOU'RE THINKING ABOUT, AND YOU NEEDN'T WORRY.
I'M NOT THE SPACE CADET I APPEAR TO BE...
IT'S FUNNY. WE'VE KNOWN EACH OTHER FOR A LONG TIME...
... BUT WE REALLY DON'T KNOW EACH OTHER!
WE'RE SUPPOSED TO BE FRIENDS, BUT WE NEVER OPEN UP TO EACH OTHER. WE DON'T SHARE...
WE'RE A GREAT PAIR, AREN'T WE?
I GUESS I NEVER QUITE LOOKED AT IT LIKE THAT.
FRIENDSHIP CARRIES SOME PRETTY BIG RESPONSIBILITIES, BUT WE'VE JUST BEEN COASTING ALONG.
I DO THAT A LOT! SOMETIMES I THINK I'VE SPENT MY WHOLE LIFE RUNNING AWAY FROM THAT KIND OF RESPONSIBILITY.
I GUESS I GET THAT FROM MY PARENTS...
DID I EVER TELL YOU ABOUT THEM?
2

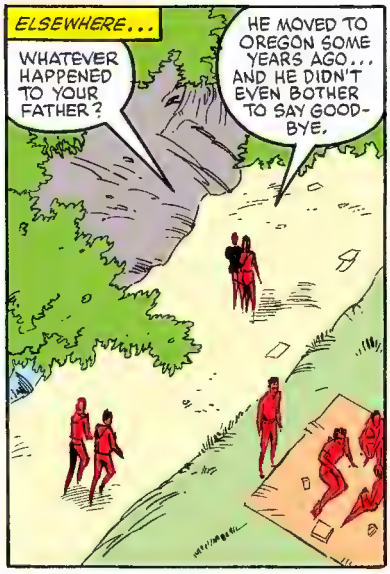

"THEY MET IN COLLEGE. MOM WAS A DRAMA STUDENT, AND DAD MAJORED IN MODERN AMERICAN LITERATURE.
"OH, THEY WERE SO IN LOVE IN THOSE DAYS! THEY JUST COULDN'T WAIT TO GET MARRIED.
"AFTER GRADUATION, MOM WANTED TO MOVE TO NEW YORK CITY, TO TRY HER HAND AT ACTING, BUT DAD HAD OTHER IDEAS...
BE SENSIBLE, MADELINE! I'VE ALREADY BEEN OFFERED A TEACHING POSITION. IT'S ONLY A SMALL COLLEGE OUT IN THE MIDDLE OF NOWHERE, BUT IT IS A START...
OH, PHILIP, I'D MOVE TO SIBERIA IF IT WOULD MAKE YOU HAPPY!
"THEY WERE MARRIED ABOUT EIGHTEEN MONTHS WHEN THEY HAD MY SISTER GAYLE...
"I WAS BORN FOUR YEARS LATER.
"AS THE YEARS PASSED, DAD BECAME A FULL PROFESSOR. HE WAS POPULAR WITH HIS STUDENTS, AND THE COLLEGE ADMINISTRATION RESPECTED HIM.
"MOM DEVOTED HER LIFE TO US KIDS
"MY PARENTS MUST HAVE LOOKED LIKE THEY HAD IT ALL... BUT DAD WASN'T SATISFIED. HE WANTED TO WRITE! TO PROVE TO THE WORLD THAT HE HAD THE SKILL AND TALENT TO BE ANOTHER FITZGERALD, A FAULKNER--!
"HE DIDN'T!
NO! NO! IT ISN'T COMING OUT RIGHT!
IT'S TRASH! EVERYTHING I WRITE IS TRASH!
CAN'T YOU KEEP THOSE KIDS QUIET?
MADELINE, IT'S YOUR FAULT I CAN'T CONCENTRATE!
HUSH, GIRLS! YOUR FATHER IS TRYING TO WORK!
BUT WE WEREN'T DOING ANYTHING, MOMMA!
I KNOW, SWEETHEART!
3

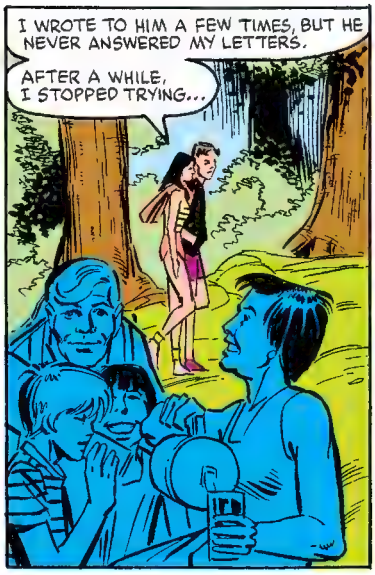

"DAD BEGAN SWITCHING JOBS, MOVING FROM ONE COLLEGE TO THE NEXT. I DON'T KNOW WHAT HE WAS LOOKING FOR, BUT HE NEVER SEEMED TO FIND IT.
"MOM ENDURED THE CONSTANT MOVING, EVEN THOUGH SHE HATED IT.
"I WASN'T WILD ABOUT IT EITHER.
"AS A RESULT, GAYLE AND I WERE ALWAYS CHANGING SCHOOLS. IT WASN'T EASY TO MAKE FRIENDS... BUT I REALLY WANTED THE OTHER KIDS TO LIKE ME, TO NOTICE ME...
WE HAVE A NEW STUDENT... MARY JANE WATSON.
THAT'S ME--THE ONE AND ONLY!
"I GUESS I BECAME A BIT OF A CLASS CLOWN!
"GAYLE HANDLED HER LONELINESS DIFFERENTLY. SHE BEGAN TO STUDY DANCE...
"SHE WOULD PRACTICE FOR HOURS... JUST HER AND HER MUSIC!
"MEANWHILE, THINGS CONTINUED TO GET WORSE BETWEEN MOM AND DAD...
I NEVER WANTED A HOUSE OR CHILDREN!
THEY'RE ANCHORS HOLDING ME DOWN!
"AND THEN, ONE DAY...
ENOUGH! THOSE BLOODY DANCE LESSONS ARE COSTING ME A FORTUNE!
SWAK!
PHILIP, NO--!
NOT THE CHILDREN--! DON'T TAKE YOUR FRUSTRATIONS OUT ON THEM, TOO!
"I COULDN'T BELIEVE MY FATHER HAD ACTUALLY STRUCK GAYLE! I FELT HELPLESS! ENRAGED--!
"I DIDN'T KNOW WHAT TO DO, SO I BEGAN TO RUN...
HEY, MARY JANE! WHERE YOU GOING IN SUCH A HURRY?
YOU OKAY--? YOU LOOK LIKE SOMETHING'S WRONG!
W-WRONG--?!
ARE YOU KIDDING?
NOTHING'S EVER WRONG WITH MARY JANE WATSON!
4

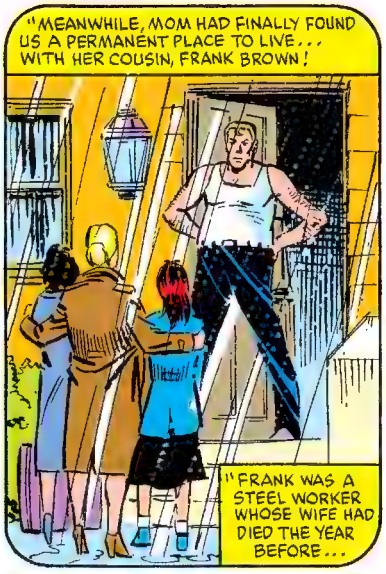

"MOM FINALLY GAVE UP ON HER MARRIAGE A FEW WEEKS LATER, WHILE MY FATHER WAS BEING HONORED BY HIS COLLEGE...
MAN OF THE YEAR
"WE SLIPPED OUT OF THE HOUSE WHILE HE WAS STILL AT THE AWARDS CEREMONY. I GUESS MOM JUST COULDN'T FACE HIM ANYMORE...
"A MESSY DIVORCE FOLLOWED! DAD SUED HER FOR DESERTION, AND THE COURT WASN'T VERY SYMPATHETIC TOWARDS HER...
"WE DIDN'T HAVE MUCH MONEY, SO WE WERE FORCED TO TURN TO FAMILY FOR HELP..."
I STILL DON'T SEE WHY WE'VE GOT TO TAKE THEM IN!
THEY'RE KIN, AND THEY'VE GOT NOWHERE ELSE TO GO!
"IT WASN'T EASY ON US, BEING SHUFFLED FROM ONE SET OF RELATIVES TO ANOTHER, BUT I TRIED TO MAKE THE MOST OUT OF IT...
OH, DOLLINK! YOU'RE SO CUTE, I COULD DIIIE!
:GIGGLE: THAT'S A GREAT AUNT MARTHA, MARY JANE!
"IT'S FUNNY, BUT THERE WAS ONLY ONE RELATIVE THAT I ENJOYED VISITING. MY FATHER'S SISTER... *AUNT ANNA!* SHE ALWAYS MADE ME FEEL SO AT HOME--!"
MARY JANE, I WANT YOU TO MEET MY FRIEND MAY PARKER!
SHE HAS A NEPHEW WHO'S ONLY A YEAR OLDER THAN YOU!
"I MUST HAVE BEEN AROUND THIRTEEN WHEN I FIRST LAID EYES ON YOU, PETER! YOU WERE JUST STARTING HIGH SCHOOL, AND YOU LOOKED SO SERIOUS! A REAL BOOKWORM!
"DO YOU REMEMBER HOW OUR AUNTS WERE ALWAYS TRYING TO GET US TOGETHER?"
"DO YOU PETER?"
"PETER--?"
HOW COULD I EVER FORGET?


AUNT MAY WAS ALWAYS TRYING TO SET ME UP WITH ANNA WATSON'S NIECE, BUT I STILL MANAGED TO PUT OFF MEETING YOU FOR YEARS!
FOOLISH BOY!
DON'T BLAME ME! I WAS ONLY TOLD THAT YOU HAD A GREAT PERSONALITY, AND YOU KNOW WHAT *THAT* MEANS!
WHEN I THINK OF ALL THE TIME I WASTED AVOIDING YOU--!
THAT'S THE TROUBLE WITH TIME, PETER!
IT HAS A NASTY HABIT OF SLIPPING AWAY FROM US...
ELSEWHERE, AT THAT VERY MOMENT...
LET'S GO, GUYS! HURRY IT UP!
I SPENT A SMALL FORTUNE CONVERTING THESE STUPID TRAINS--
--INTO THE CITY'S CLASSIEST CASINO, AND I DON'T WANT ANYTHING GOING WRONG ON OPENING NIGHT!
YOU NEEDN'T WORRY, MR. HUDSON!
THE COPS WOULD NEVER THINK OF LOOKING FOR AN OPERATION LIKE THIS IN A "DESERTED" TRAIN YARD!
KA-BWAMM!
WHAT THE--?!
THE ROOF--! SOMETHING'S BLASTING A HOLE IN OUR ROOF!
6


AND THROUGH THAT HOLE SWOOPS A TERRIFYING FIGURE...
I'M AFRAID YOU'LL HAVE TO POSTPONE TONIGHT'S FESTIVITIES, MR. HUDSON! YOU AND I HAVE BUSINESS TO DISCUSS!
THE POLICE MAY NOT BE AWARE OF THIS SWEET LITTLE SET-UP, BUT NOTHING ESCAPES THE NOTICE OF HOBGOBLIN!
LET'S GET 'IM, LOUIE!
FORGET IT! WE AIN'T BEIN' PAID ENOUGH TO TAKE ON ACTION LIKE HIM!
WH-WHAT ARE YOU DOING HERE? WHAT DO YOU WANT?
WE ARE ABOUT TO BECOME BUSINESS ASSOCIATES, HUDSON!
I'M CUTTING MYSELF A PIECE OF YOUR PIE!
SINCE YOU'VE ALREADY INVESTED CONSIDERABLE EFFORT AND EXPENSE IN THIS ENTERPRISE, I SHALL CHOOSE NOT TO BE GREEDY!
I SHALL ONLY REQUIRE A SMALL PERCENTAGE OF YOUR WEEKLY PROFITS! SHALL WE SETTLE ON 10%?
YOU'VE GOTTA BE NUTS! I'M ALREADY KICKING INTO THE KINGPIN'S COFFERS!
WHY SHOULD I SPLIT WITH YOU, TOO?
THINK OF THE ALTERNATIVE! YOU CATER TO A VERY EXCLUSIVE CLIENTELE. HOW LONG WILL THEY CONTINUE TO PATRONIZE YOU IF I BEGIN TO MAKE LIFE UNPLEASANT FOR THEM...AND YOU?!?
YOU'D BEST CONSIDER MY PROPOSITION VERY CAREFULLY, HUDSON.
I COULD MAKE LIFE MOST UNPLEASANT, INDEED!

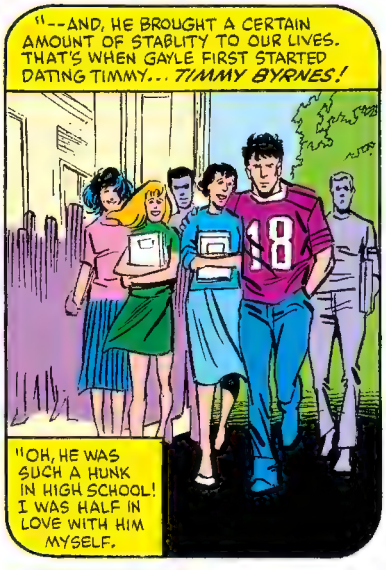

ELSEWHERE...
WHATEVER HAPPENED TO YOUR FATHER?
HE MOVED TO OREGON SOME YEARS AGO... AND HE DIDN'T EVEN BOTHER TO SAY GOOD-BYE.


I WROTE TO HIM A FEW TIMES, BUT HE NEVER ANSWERED MY LETTERS.
AFTER A WHILE, I STOPPED TRYING...

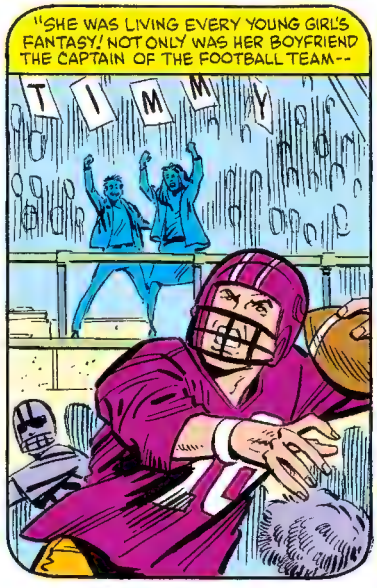

"MEANWHILE, MOM HAD FINALLY FOUND US A PERMANENT PLACE TO LIVE... WITH HER COUSIN, FRANK BROWN!
"FRANK WAS A STEEL WORKER WHOSE WIFE HAD DIED THE YEAR BEFORE...

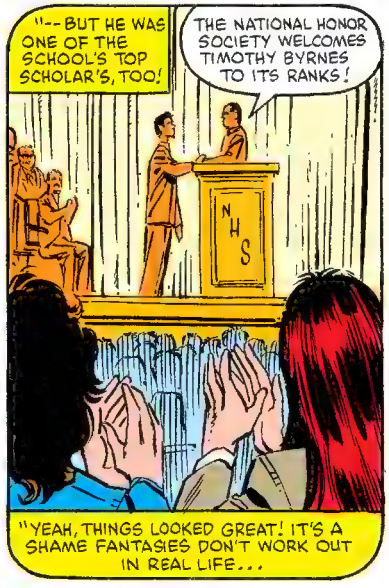
"HE TOOK US IN ON THE CONDITION THAT MOM WOULD KEEP HOUSE FOR HIM, AND HIS THREE CHILDREN...

"LIVING WITH FRANK WAS QUITE AN EXPERIENCE. HE WAS A HARD MAN. STERN! UNFORGIVING! BUT, HE DID TREAT US FAIRLY--

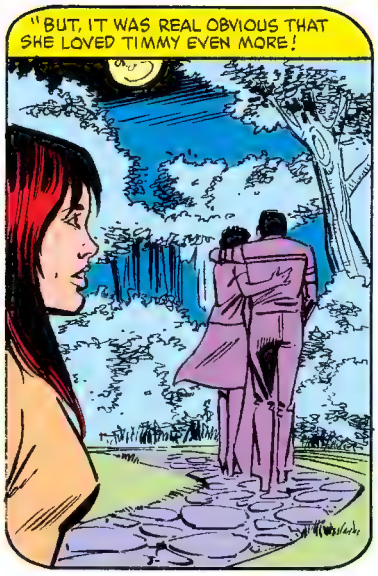

"--AND, HE BROUGHT A CERTAIN AMOUNT OF STABLITY TO OUR LIVES. THAT'S WHEN GAYLE FIRST STARTED DATING TIMMY... TIMMY BYRNES!
"OH, HE WAS SUCH A HUNK IN HIGH SCHOOL! I WAS HALF IN LOVE WITH HIM MYSELF.

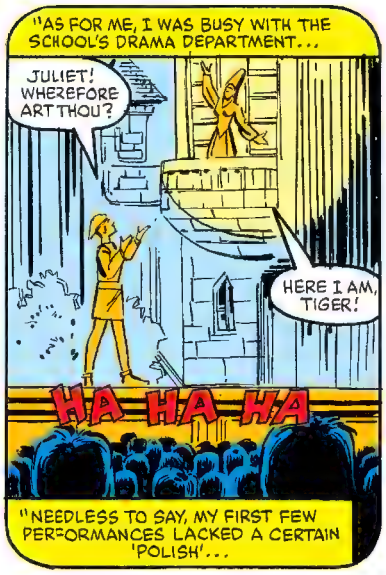
"I REMEMBER HOW HAPPY GAYLE WAS: EVERYTHING WAS FINALLY COMING TO-GETHER FOR HER!
"HER DANCE TEACHER WAS CERTAIN SHE HAD A REAL SHOT AT A COLLEGE SCHOLARSHIP.
8

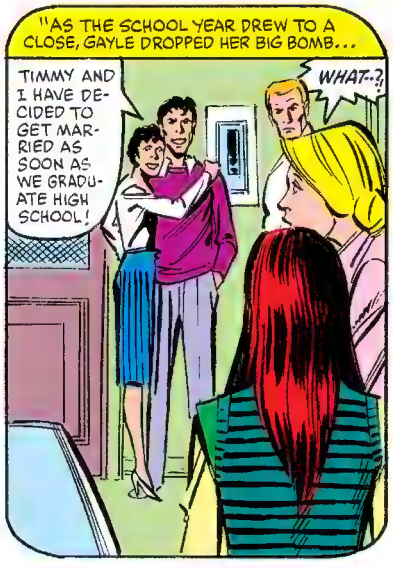

"SHE WAS LIVING EVERY YOUNG GIRL'S FANTASY! NOT ONLY WAS HER BOYFRIEND THE CAPTAIN OF THE FOOTBALL TEAM--
T I M M Y


"-- BUT HE WAS ONE OF THE SCHOOL'S TOP SCHOLAR'S, TOO!
THE NATIONAL HONOR SOCIETY WELCOMES TIMOTHY BYRNES TO ITS RANKS!
N H S
"YEAH, THINGS LOOKED GREAT! IT'S A SHAME FANTASIES DON'T WORK OUT IN REAL LIFE...

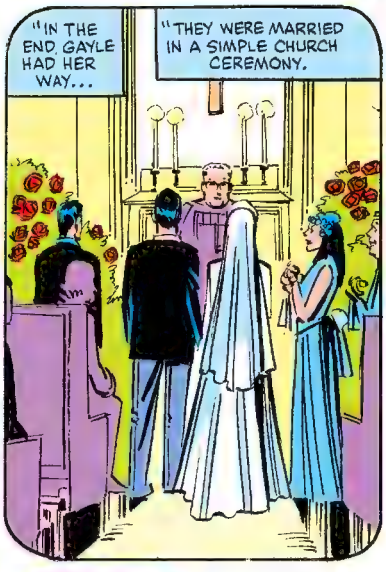
"GAYLE KEPT STUDYING, AND WORKING AT HER ART!
"SHE LOVED TO DANCE! SHE REALLY DID!"

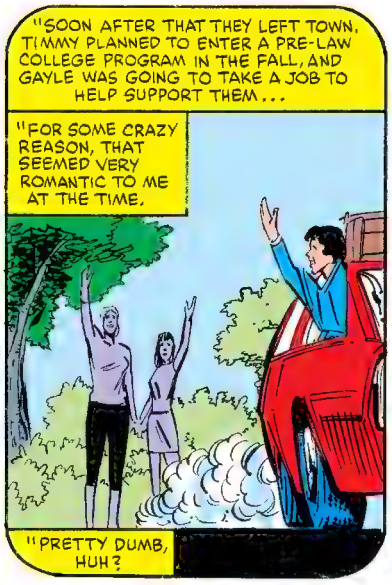

"BUT, IT WAS REAL OBVIOUS THAT SHE LOVED TIMMY EVEN MORE!

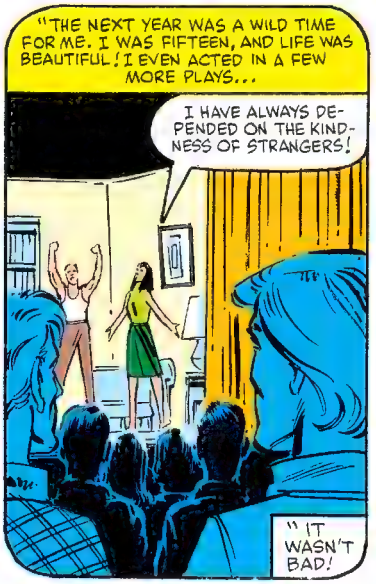

"AS FOR ME, I WAS BUSY WITH THE SCHOOL'S DRAMA DEPARTMENT...
JULIET! WHEREFORE ART THOU?
HERE I AM, TIGER!
HA HA HA
"NEEDLESS TO SAY, MY FIRST FEW PERFORMANCES LACKED A CERTAIN 'POLISH'...


"AS THE SCHOOL YEAR DREW TO A CLOSE, GAYLE DROPPED HER BIG BOMB...
TIMMY AND I HAVE DECIDED TO GET MARRIED AS SOON AS WE GRADUATE HIGH SCHOOL!
WHAT--?

ARE YOU CRAZY?! YOU'RE THROWING AWAY YOUR CHANCE FOR COLLEGE! FOR EVERYTHING--!
YOU CAN'T TELL ME HOW TO LIVE MY LIFE, MOM--
--NOT AFTER THE MESS YOU MADE OF YOURS!


"IN THE END GAYLE HAD HER WAY...
"THEY WERE MARRIED IN A SIMPLE CHURCH CEREMONY.


"SOON AFTER THAT THEY LEFT TOWN. TIMMY PLANNED TO ENTER A PRE-LAW COLLEGE PROGRAM IN THE FALL, AND GAYLE WAS GOING TO TAKE A JOB TO HELP SUPPORT THEM...
"FOR SOME CRAZY REASON, THAT SEEMED VERY ROMANTIC TO ME AT THE TIME.
"PRETTY DUMB, HUH?


"THE NEXT YEAR WAS A WILD TIME FOR ME. I WAS FIFTEEN, AND LIFE WAS BEAUTIFUL! I EVEN ACTED IN A FEW MORE PLAYS...
I HAVE ALWAYS DEPENDED ON THE KINDNESS OF STRANGERS!
"IT WASN'T BAD!

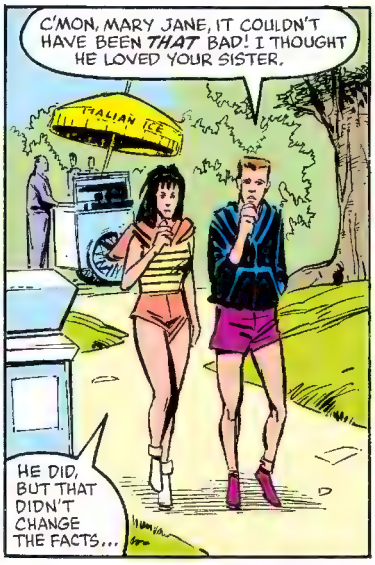
"AND THEN, I RECEIVED THE LETTER...
IT'S FROM GAYLE! SHE'S COMING TO VISIT. SHE HAS A SURPRISE FOR US!
I WONDER WHAT IT IS?

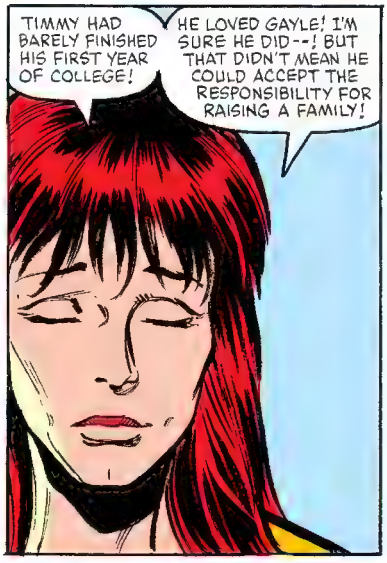
"WHEN THEY ARRIVED, WE FOUND OUT...
OH, GAYLE, I'M SO HAPPY FOR YOU AND TIM!
"YEAH, EVERYONE WAS HAPPY FOR THEM!
"WELL, ALMOST EVERYONE...

"I STILL REMEMBER THE DAY THE BABY WAS BORN! HE WAS THE CUTEST LITTLE BOY--!

"BUT THE EXPRESSION ON TIMMY'S FACE--! HE WAS ONLY NINETEEN, BUT HE LOOKED SO HAGGARD, SO DESPERATE! LIKE SOME CAGED ANIMAL--"

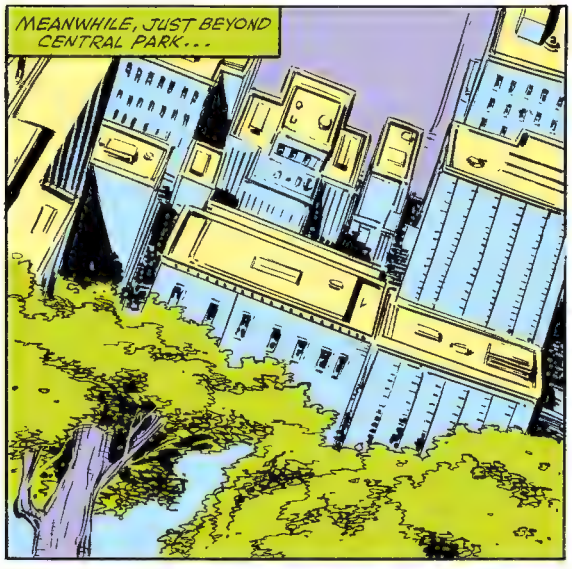
--OR A DROWNING MAN WHO HAD JUST BEEN TOSSED AN ANCHOR!
ALIAN ICE


C'MON, MARY JANE, IT COULDN'T HAVE BEEN THAT BAD! I THOUGHT HE LOVED YOUR SISTER.
THALIAN ICE
HE DID, BUT THAT DIDN'T CHANGE THE FACTS...


TIMMY HAD BARELY FINISHED HIS FIRST YEAR OF COLLEGE!
HE LOVED GAYLE! I'M SURE HE DID--! BUT THAT DIDN'T MEAN HE COULD ACCEPT THE RESPONSIBILITY FOR RAISING A FAMILY!

TRUE LOVE... HA!
IT DOESN'T STAND A CHANCE AGAINST REALITY!

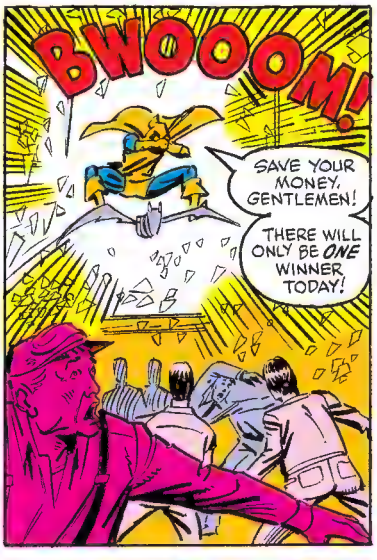
WHAT GOOD IS IT, ANYWAY?!


MEANWHILE, JUST BEYOND CENTRAL PARK...

...A SMALL, UPPER WEST SIDE CONFECTIONARY STANDS.
Santellio's
CANDIES

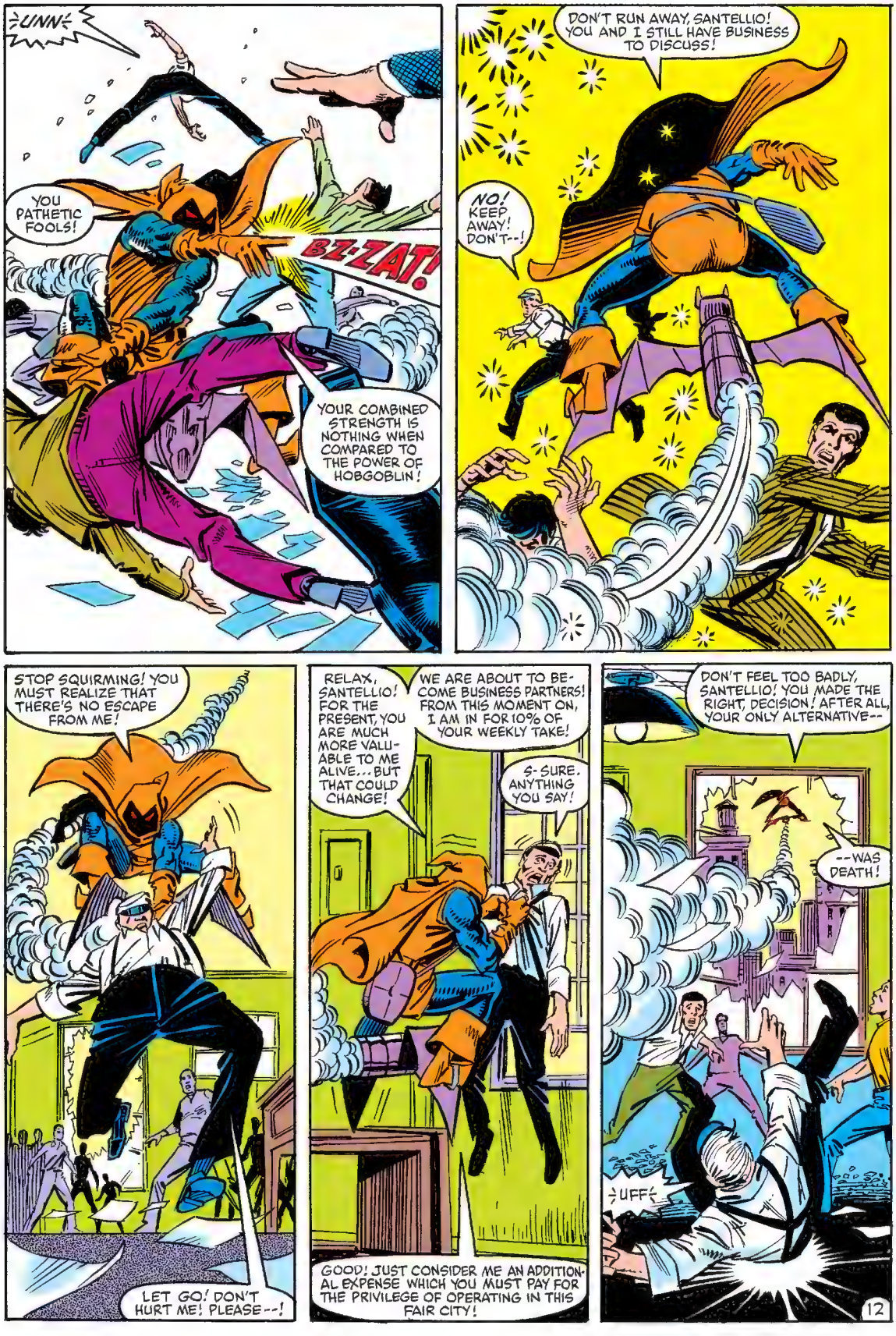
AND, INSIDE THE BUSY STORE...
KEEP AN EYE ON THE PLACE, FELLAS!
I'LL BE IN THE BACK IN CASE ANYBODY NEEDS ME.

HOW WE DOING, BOSS?
THE AFTERNOON TALLY LOOKS PRETTY GOOD SO FAR!
BETTER PLACE YOUR BETS, BOYS! THE NEXT RACE STARTS IN TWO MINUTES...

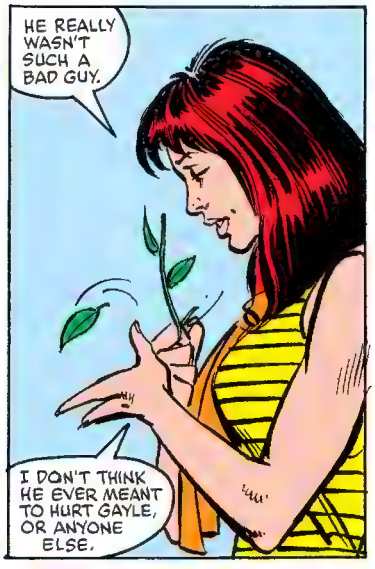

BWOOOOM!
SAVE YOUR MONEY, GENTLEMEN!
THERE WILL ONLY BE ONE WINNER TODAY!

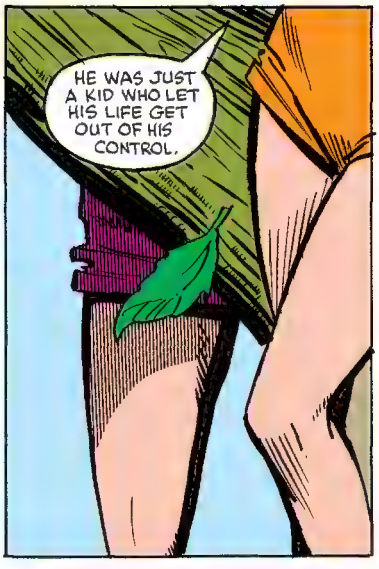
AND HIS NAME IS... HOBGOBLIN!
BWAKK!

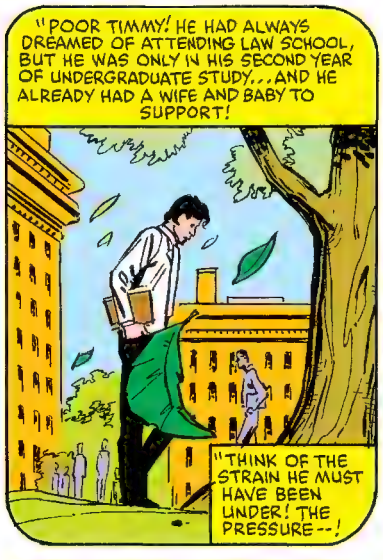
WHAT ARE YOU CLOWNS WAITING FOR--AN ENGRAVED INVITATION?!
SMASH THAT FLYING FREAK BEFORE HE WRECKS THE PLACE!
YOU HEARD MR. SANTELLIO! GET 'IM!
WE'LL TACKLE HIM ALL AT ONCE!


UNN
YOU PATHETIC FOOLS!
BZ-ZAT!
YOUR COMBINED STRENGTH IS NOTHING WHEN COMPARED TO THE POWER OF HOBGOBLIN!
DON'T RUN AWAY, SANTELLIO! YOU AND I STILL HAVE BUSINESS TO DISCUSS!
NO! KEEP AWAY! DON'T--!
STOP SQUIRMING! YOU MUST REALIZE THAT THERE'S NO ESCAPE FROM ME!
LET GO! DON'T HURT ME! PLEASE--!
RELAX, SANTELLIO! FOR THE PRESENT, YOU ARE MUCH MORE VALUABLE TO ME ALIVE... BUT THAT COULD CHANGE!
WE ARE ABOUT TO BECOME BUSINESS PARTNERS! FROM THIS MOMENT ON, I AM IN FOR 10% OF YOUR WEEKLY TAKE!
S-SURE. ANYTHING YOU SAY!
GOOD! JUST CONSIDER ME AN ADDITIONAL EXPENSE WHICH YOU MUST PAY FOR THE PRIVILEGE OF OPERATING IN THIS FAIR CITY!
DON'T FEEL TOO BADLY, SANTELLIO! YOU MADE THE RIGHT DECISION! AFTER ALL, YOUR ONLY ALTERNATIVE--
--WAS DEATH!
UFF
12

MEANWHILE...
YOU OKAY?
YEAH... I GUESS SO.
I WAS JUST THINKING ABOUT TIMMY BYRNES...

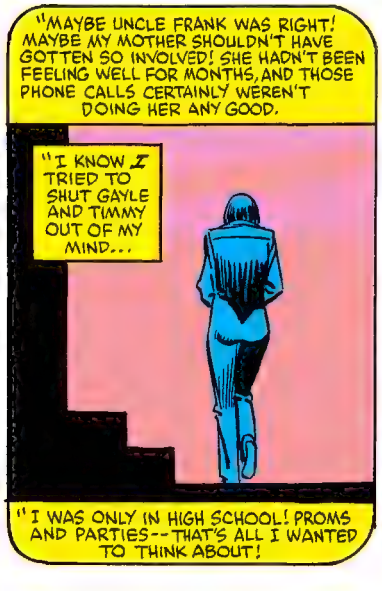

HE REALLY WASN'T SUCH A BAD GUY.
I DON'T THINK HE EVER MEANT TO HURT GAYLE, OR ANYONE ELSE.


HE WAS JUST A KID WHO LET HIS LIFE GET OUT OF HIS CONTROL.

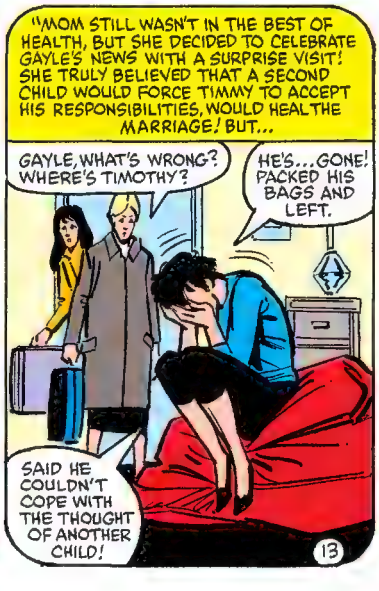

"POOR TIMMY! HE HAD ALWAYS DREAMED OF ATTENDING LAW SCHOOL, BUT HE WAS ONLY IN HIS SECOND YEAR OF UNDERGRADUATE STUDY...AND HE ALREADY HAD A WIFE AND BABY TO SUPPORT!
"THINK OF THE STRAIN HE MUST HAVE BEEN UNDER! THE PRESSURE--!

"NO WONDER HIS GRADES BEGAN TO SLIP...AND HIS MARRIAGE BEGAN TO FAIL!
YOU'RE THE REASON I CAN'T STUDY PROPERLY!
YOU AND YOUR KID!

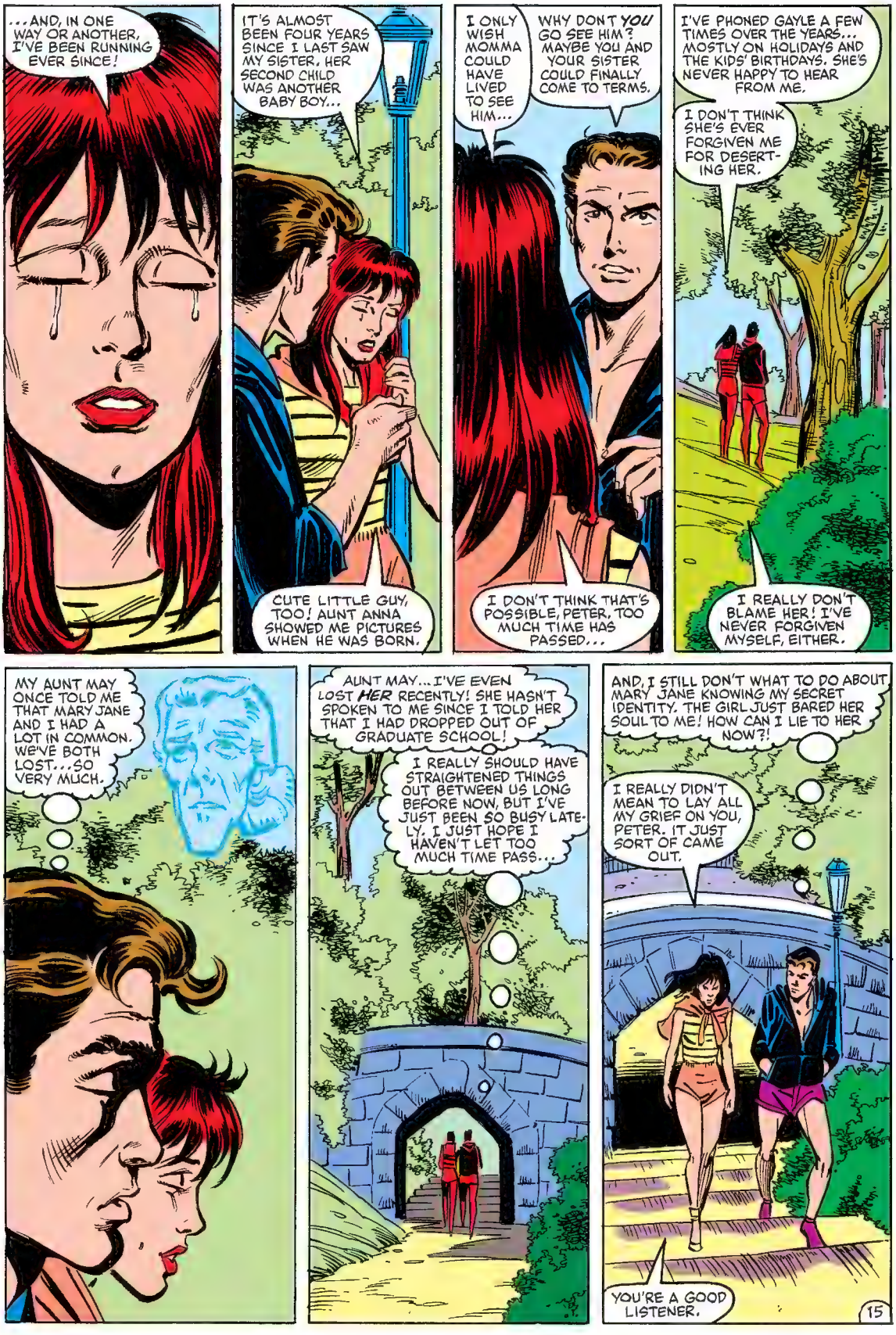
"GAYLE WAS CONFUSED! DESPERATE! SHE STARTED CALLING MOM FOR ADVICE, FOR SUPPORT--! BUT THAT LED TO OTHER ARGUMENTS...
GET OFF THE PHONE, MADELINE!
LET THE KIDS SOLVE THEIR OWN PROBLEMS!
FRANK, PLEASE--! MY DAUGHTER NEEDS ME!

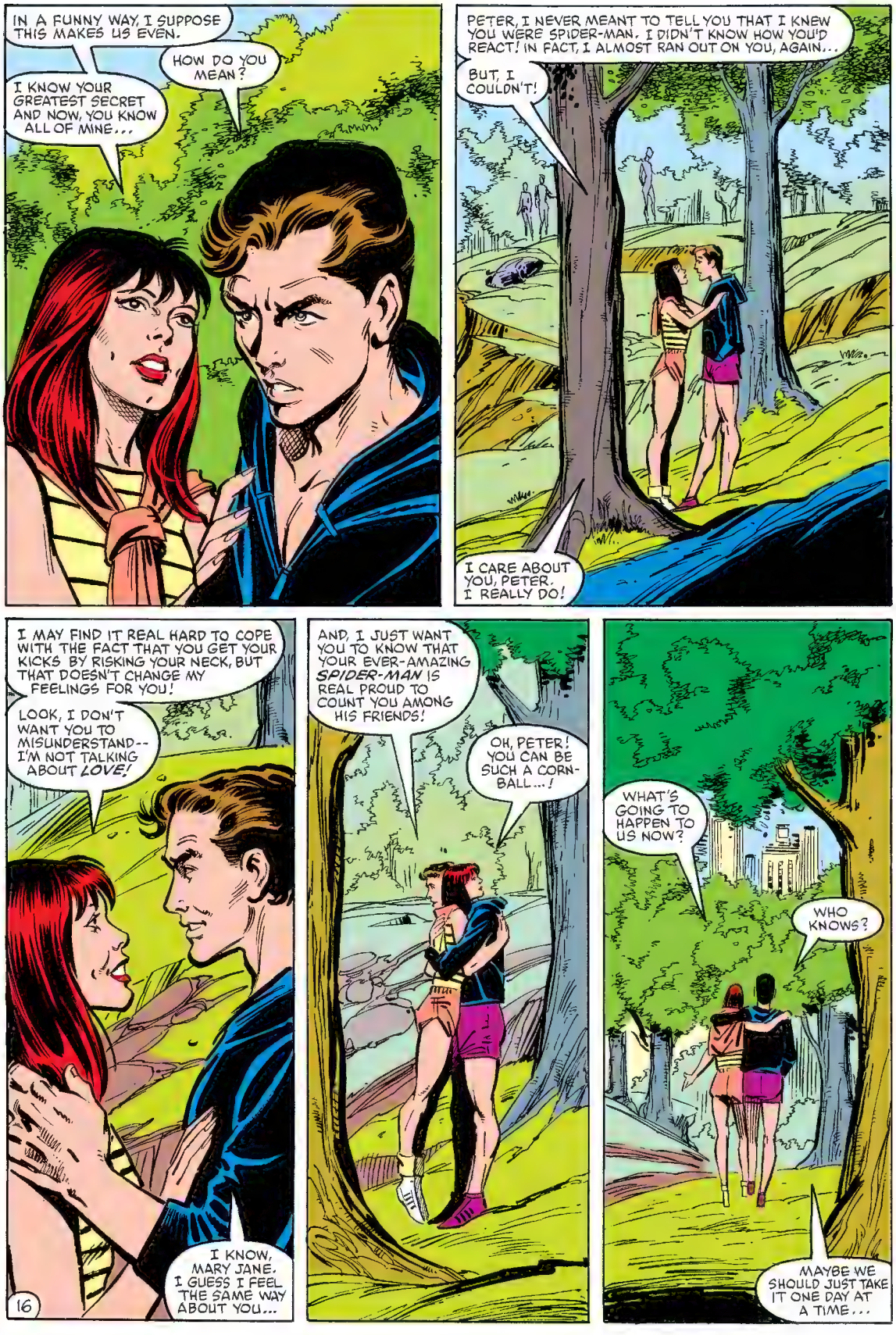

"MAYBE UNCLE FRANK WAS RIGHT! MAYBE MY MOTHER SHOULDN'T HAVE GOTTEN SO INVOLVED! SHE HADN'T BEEN FEELING WELL FOR MONTHS, AND THOSE PHONE CALLS CERTAINLY WEREN'T DOING HER ANY GOOD.
"I KNOW I TRIED TO SHUT GAYLE AND TIMMY OUT OF MY MIND...
"I WAS ONLY IN HIGH SCHOOL! PROMS AND PARTIES--THAT'S ALL I WANTED TO THINK ABOUT!

"BUT THEN, GAYLE CALLED WITH A RATHER STARTLING ANNOUNCEMENT...
MOM, I...I'M PREGNANT, AGAIN!
THAT'S WONDERFUL, SWEETHEART!

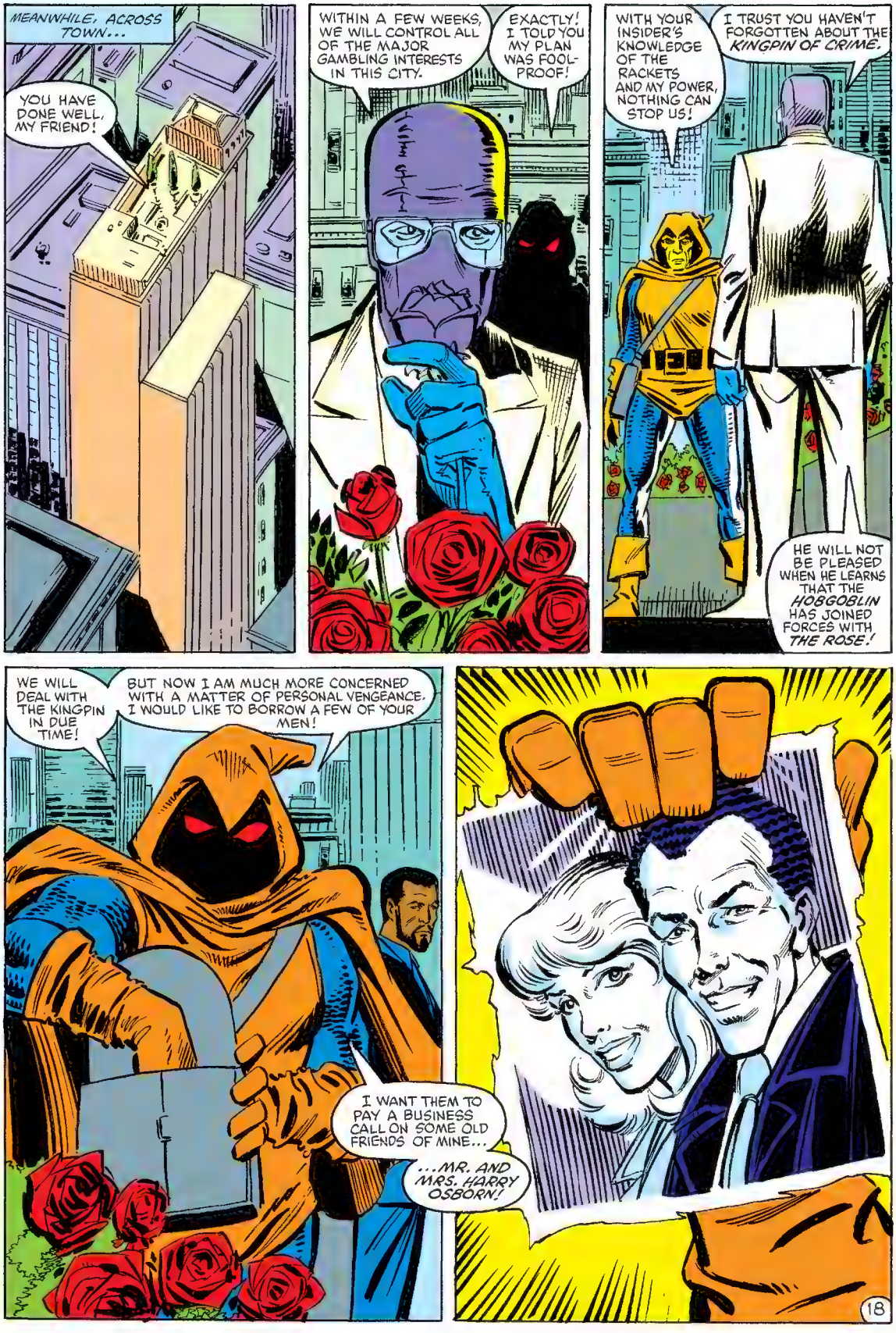

"MOM STILL WASN'T IN THE BEST OF HEALTH, BUT SHE DECIDED TO CELEBRATE GAYLE'S NEWS WITH A SURPRISE VISIT! SHE TRULY BELIEVED THAT A SECOND CHILD WOULD FORCE TIMMY TO ACCEPT HIS RESPONSIBILITIES, WOULD HEAL THE MARRIAGE! BUT...
GAYLE, WHAT'S WRONG? WHERE'S TIMOTHY?
HE'S...GONE! PACKED HIS BAGS AND LEFT.
SAID HE COULDN'T COPE WITH THE THOUGHT OF ANOTHER CHILD!

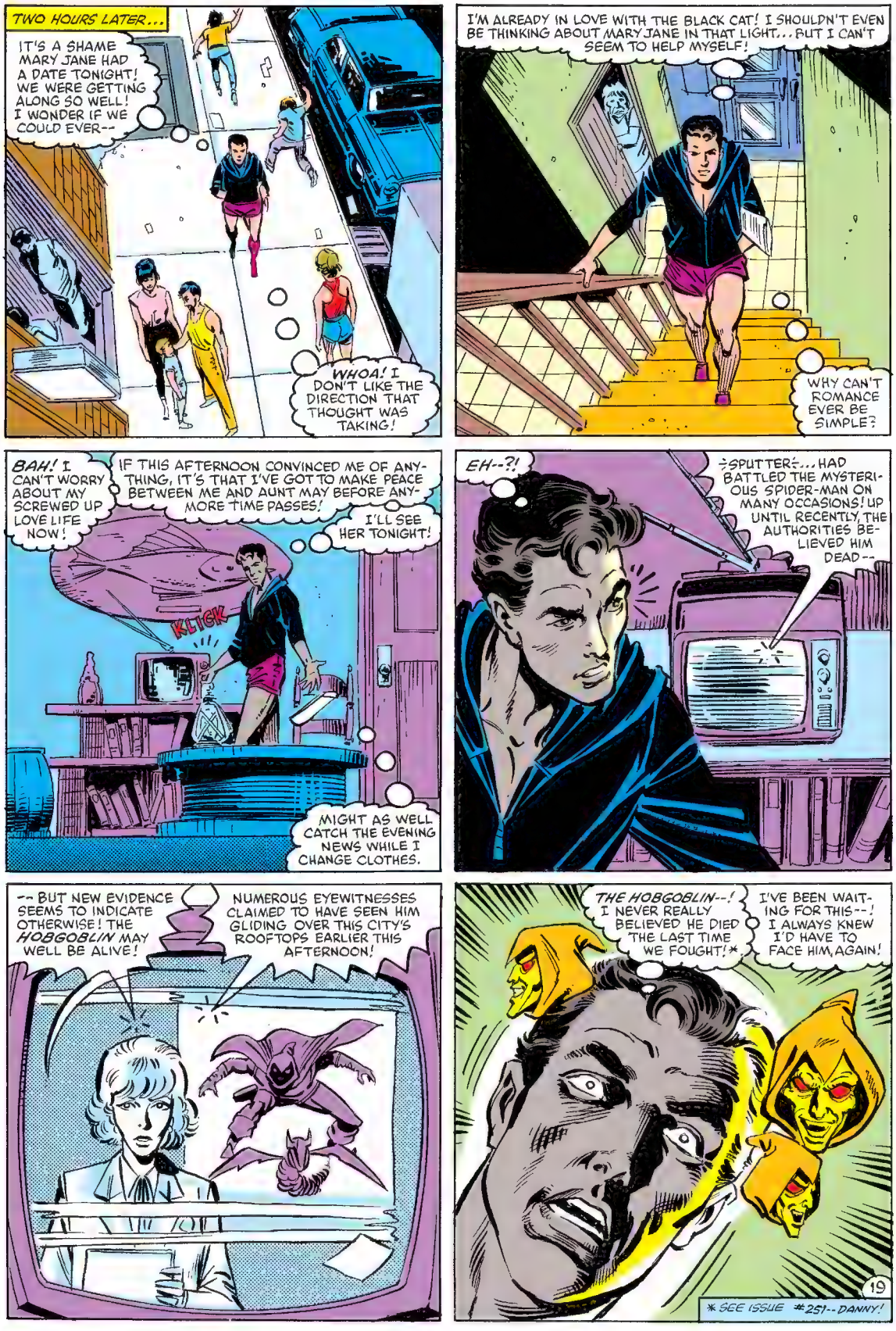
"I SUPPOSE I SHOULD HAVE HATED TIMMY FOR WHAT HE'D DONE TO GAYLE... BUT I COULDN'T! NOT WHEN I WANTED TO RUN AWAY, TOO!
DON'T WORRY, DEAR! YOUR SISTER AND I WON'T DESERT YOU! I'LL PHONE YOUR UNCLE FRANK, AND TELL HIM WE'RE STAYING HERE!
"IN THE MONTHS THAT FOLLOWED, MOM'S HEALTH CONTINUED TO DETERIORATE. SHE GREW WEAKER AND WEAKER, UNTIL SHE HAD TO BE HOSPITALIZED...
"THAT'S WHEN WE FIRST LEARNED SHE WAS DYING.
"MY WHOLE WORLD WAS RAPIDLY BURSTING APART--!
"TO HELP WITH THE BILLS, I DROPPED ALL MY EXTRACURRICULAR ACTIVITIES--INCLUDING DRAMA CLUB--AND DEVOTED MYSELF TO A SERIES OF AFTER-SCHOOL JOBS...
"WITH ALL HER GRIEF, MY MOM STILL HAD ONE LAST DREAM. SHE WAS DETERMINED TO LIVE LONG ENOUGH TO SEE HER SECOND GRANDCHILD.
"SHE... DIDN'T MAKE IT.
I KNOW THINGS LOOK PRETTY BAD NOW, MARY JANE, BUT WE'LL FIND A WAY TO MAKE THINGS WORK OUT. TRUST ME--!
ONCE I HAVE THIS BABY, I'LL GET A FULL-TIME JOB...AND YOU WON'T HAVE TO WORK SO HARD AFTER SCHOOL!
WE CAN FIND SOMEONE TO WATCH THE KIDS DURING THE DAY, AND--
NO.
NO!
YOUR KIDS ARE YOUR PROBLEM! I'VE GOT MY OWN LIFE TO LIVE--AND I'M NOT GOING TO WASTE IT, LIKE MOM WASTED HERS!
14
YOU AND MOM--AND EVEN TIMMY--GAVE UP YOUR DREAMS BECAUSE YOU WANTED TO MAKE SOMEONE ELSE HAPPY!
WELL, THAT'S NOT GOING TO HAPPEN TO ME!
MARY JANE, WAIT--!
NO! I WANT MORE OUT OF LIFE! MUCH MORE!
"POOR GAYLE! I NEVER LOOKED BACK AT HER. I JUST STARTED RUNNING..."

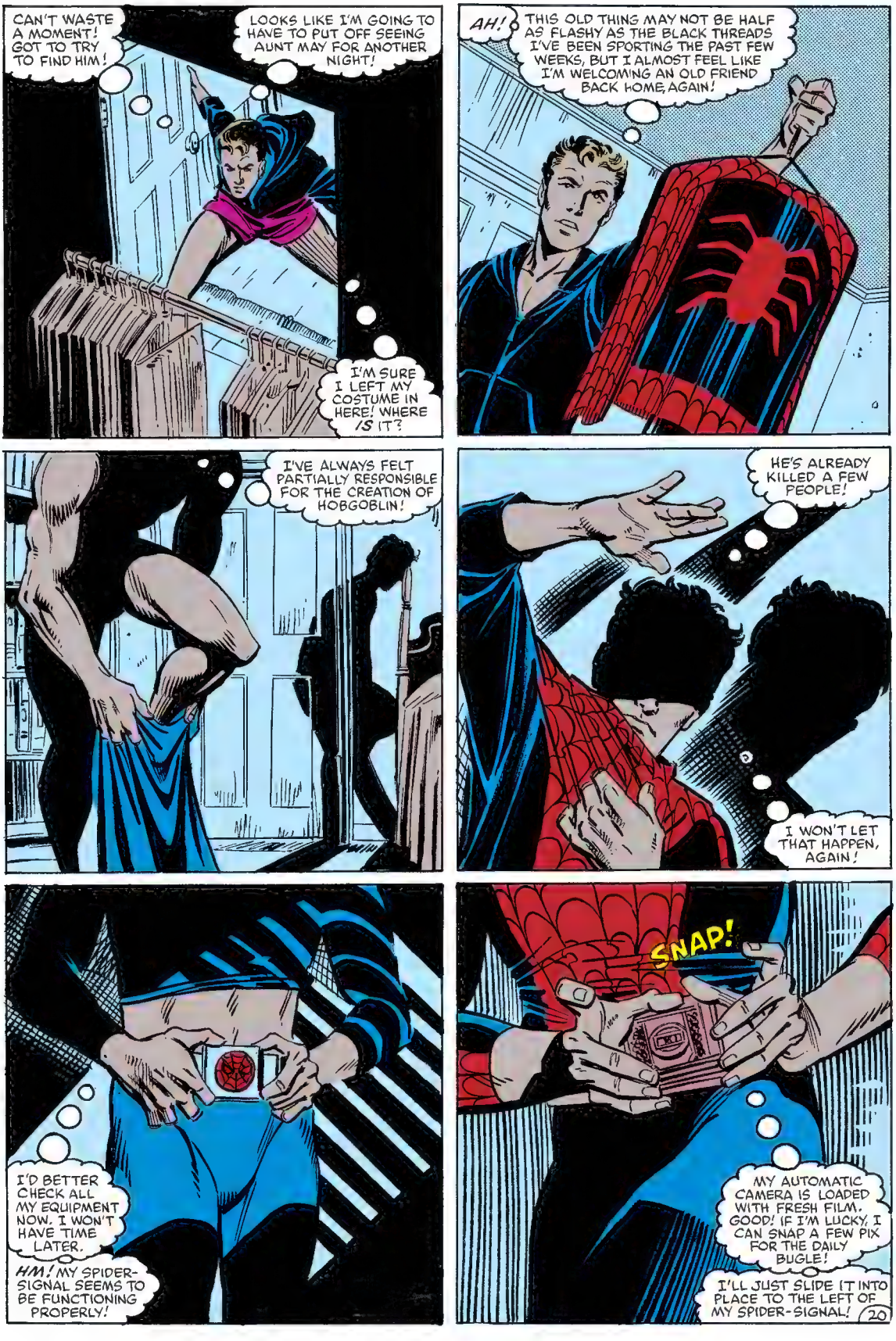

...AND, IN ONE WAY OR ANOTHER, I'VE BEEN RUNNING EVER SINCE!
IT'S ALMOST BEEN FOUR YEARS SINCE I LAST SAW MY SISTER, HER SECOND CHILD WAS ANOTHER BABY BOY...
CUTE LITTLE GUY, TOO! AUNT ANNA SHOWED ME PICTURES WHEN HE WAS BORN.
I ONLY WISH MOMMA COULD HAVE LIVED TO SEE HIM...
WHY DON'T YOU GO SEE HIM? MAYBE YOU AND YOUR SISTER COULD FINALLY COME TO TERMS.
I DON'T THINK THAT'S POSSIBLE, PETER, TOO MUCH TIME HAS PASSED...
I'VE PHONED GAYLE A FEW TIMES OVER THE YEARS... MOSTLY ON HOLIDAYS AND THE KIDS' BIRTHDAYS. SHE'S NEVER HAPPY TO HEAR FROM ME.
I DON'T THINK SHE'S EVER FORGIVEN ME FOR DESERTING HER.
I REALLY DON'T BLAME HER! I'VE NEVER FORGIVEN MYSELF, EITHER.
MY AUNT MAY ONCE TOLD ME THAT MARY JANE AND I HAD A LOT IN COMMON. WE'VE BOTH LOST...SO VERY MUCH.
AUNT MAY... I'VE EVEN LOST HER RECENTLY! SHE HASN'T SPOKEN TO ME SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!
I REALLY SHOULD HAVE STRAIGHTENED THINGS OUT BETWEEN US LONG BEFORE NOW, BUT I'VE JUST BEEN SO BUSY LATELY. I JUST HOPE I HAVEN'T LET TOO MUCH TIME PASS...
AND, I STILL DON'T WHAT TO DO ABOUT MARY JANE KNOWING MY SECRET IDENTITY. THE GIRL JUST BARED HER SOUL TO ME! HOW CAN I LIE TO HER NOW?!
I REALLY DIDN'T MEAN TO LAY ALL MY GRIEF ON YOU, PETER. IT JUST SORT OF CAME OUT.
YOU'RE A GOOD LISTENER.
15

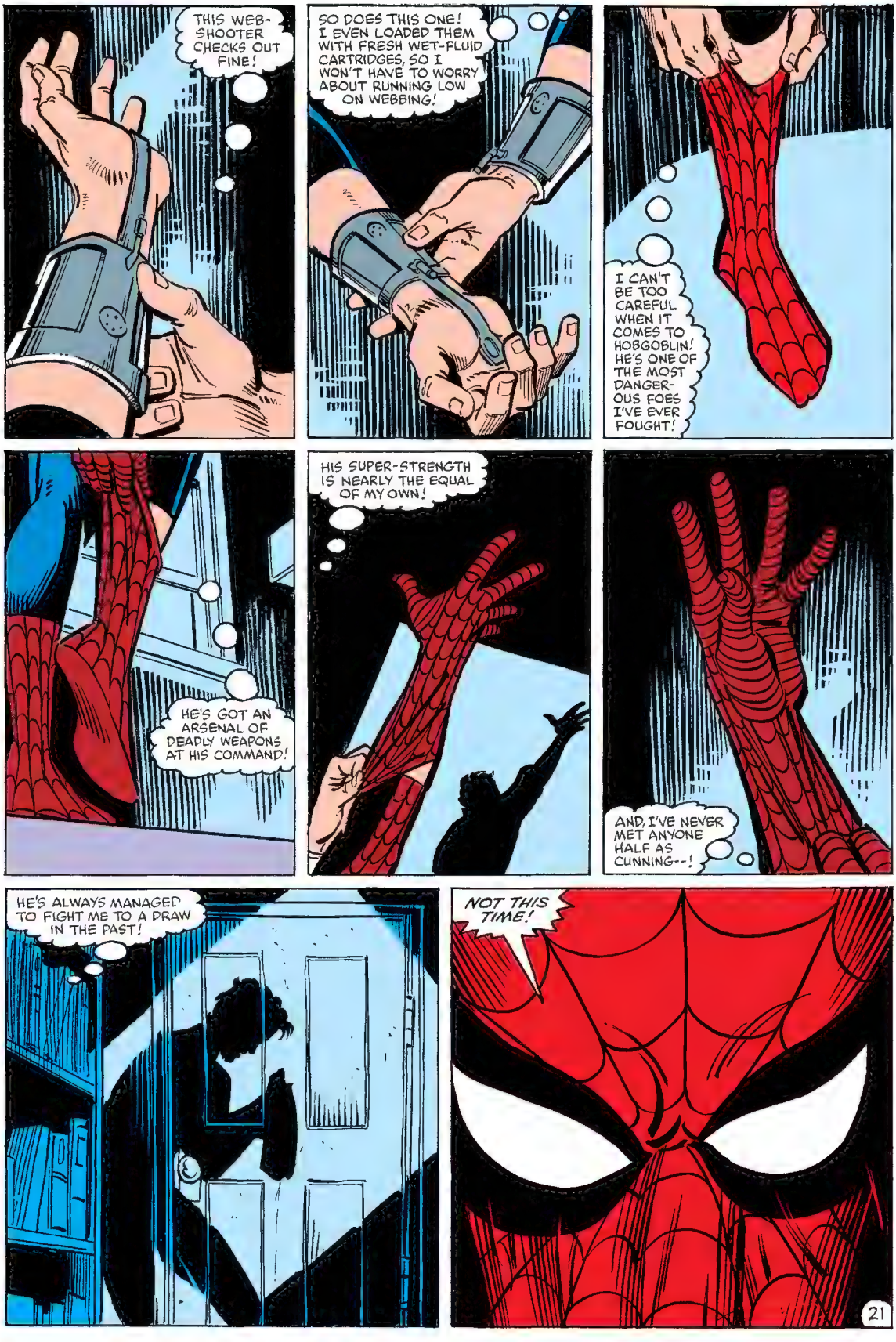

IN A FUNNY WAY, I SUPPOSE THIS MAKES US EVEN.
HOW DO YOU MEAN?
I KNOW YOUR GREATEST SECRET AND NOW, YOU KNOW ALL OF MINE...
PETER, I NEVER MEANT TO TELL YOU THAT I KNEW YOU WERE SPIDER-MAN. I DIDN'T KNOW HOW YOU'D REACT! IN FACT, I ALMOST RAN OUT ON YOU, AGAIN...
BUT, I COULDN'T!
I CARE ABOUT YOU, PETER. I REALLY DO!
I MAY FIND IT REAL HARD TO COPE WITH THE FACT THAT YOU GET YOUR KICKS BY RISKING YOUR NECK, BUT THAT DOESN'T CHANGE MY FEELINGS FOR YOU!
LOOK, I DON'T WANT YOU TO MISUNDERSTAND-- I'M NOT TALKING ABOUT LOVE!
I KNOW, MARY JANE. I GUESS I FEEL THE SAME WAY ABOUT YOU...
AND, I JUST WANT YOU TO KNOW THAT YOUR EVER-AMAZING SPIDER-MAN IS REAL PROUD TO COUNT YOU AMONG HIS FRIENDS!
OH, PETER! YOU CAN BE SUCH A CORN-BALL...!
WHAT'S GOING TO HAPPEN TO US NOW?
WHO KNOWS?
MAYBE WE SHOULD JUST TAKE IT ONE DAY AT A TIME...
16

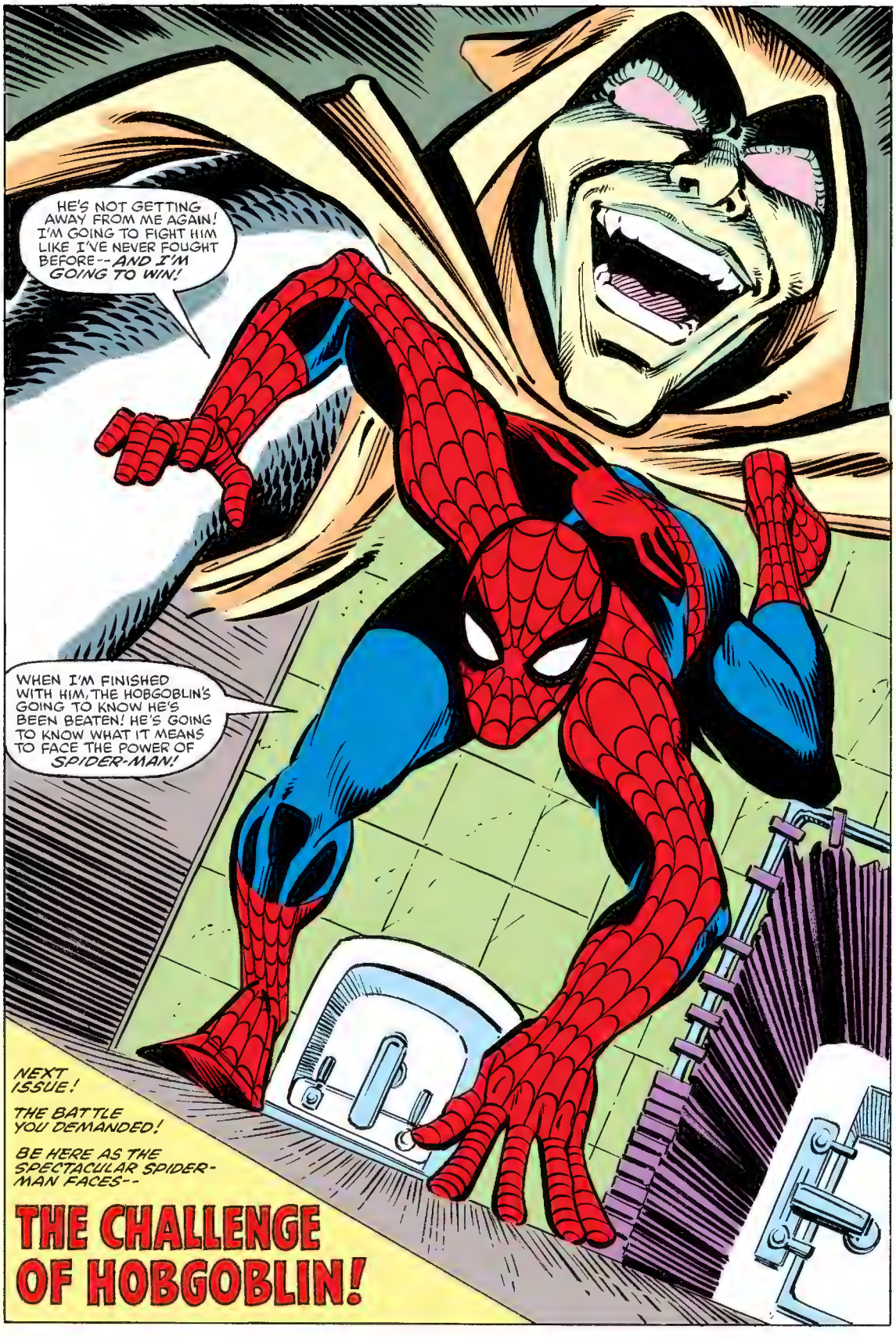
JUST THEN, AT THE BAXTER BUILDING, WORLD FAMOUS HEADQUARTERS OF THE FANTASTIC FOUR...
HEY, REED...
...I FINALLY MANAGED TO DISCONNECT THIS MODULE FROM YOUR OLD PARTICLE ACCELERATOR. WHERE DOES IT GO NOW?
REED--?
YOO-HOO!
OH, HELLO, SHE-HULK. I'LL BE WITH YOU IN A MOMENT...
GEE, I HOPE I'M NOT INTERRUPTING AN IMPORTANT EXPERIMENT.
NOT AT ALL! I WAS JUST USING MY THOUGHT TRANSMITTER--
--IN AN ATTEMPT TO ESTABLISH CONTACT WITH THIS ALIEN ENTITY. BUT, SO FAR, I'VE BEEN UNSUCCESSFUL.
YOU PROBABLY DON'T RECOGNIZE IT IN THIS FORM, BUT SPIDER-MAN BROUGHT IT BACK WITH HIM FROM THE BEYONDER'S PLANET.* UP UNTIL RECENTLY, HE WAS WEARING IT AS HIS COSTUME...
...BUT THEN, I EXAMINED IT, AND DISCOVERED THAT IT WAS, IN FACT, A LIVING CREATURE...
*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS --DANNY.
...A SYMBIOTE THAT WAS DETERMINED TO PERMANENTLY GRAFT ITSELF TO THE WEB-SWINGER'S BODY!*
WHEW! AND I USED TO THINK IT LOOKED SEXY ON HIM!
*AS RELATED LAST ISSUE -- DANNY, AGAIN!
WHAT MAKES YOU THINK YOU CAN COMMUNICATE WITH IT?
JUST A HUNCH, REALLY. IT USED TO RESPOND TO SPIDER-MAN'S THOUGHTS.
THAT COULD IMPLY A CERTAIN LEVEL OF INTELLIGENCE.
GIVE ME A BREAK! NEXT, YOU'LL BE TELLING ME THAT IT'S CAPABLE OF FEELING EMOTIONS. LIKE LOVE...
...AND HATE!


MEANWHILE, ACROSS TOWN...
YOU HAVE DONE WELL, MY FRIEND!
WITHIN A FEW WEEKS, WE WILL CONTROL ALL OF THE MAJOR GAMBLING INTERESTS IN THIS CITY.
EXACTLY! I TOLD YOU MY PLAN WAS FOOL-PROOF!
WITH YOUR INSIDER'S KNOWLEDGE OF THE RACKETS AND MY POWER, NOTHING CAN STOP US!
I TRUST YOU HAVEN'T FORGOTTEN ABOUT THE KINGPIN OF CRIME.
HE WILL NOT BE PLEASED WHEN HE LEARNS THAT THE HOBGOBLIN HAS JOINED FORCES WITH THE ROSE!
WE WILL DEAL WITH THE KINGPIN IN DUE TIME!
BUT NOW I AM MUCH MORE CONCERNED WITH A MATTER OF PERSONAL VENGEANCE. I WOULD LIKE TO BORROW A FEW OF YOUR MEN!
I WANT THEM TO PAY A BUSINESS CALL ON SOME OLD FRIENDS OF MINE...
...MR. AND MRS. HARRY OSBORN!


TWO HOURS LATER...
IT'S A SHAME MARY JANE HAD A DATE TONIGHT! WE WERE GETTING ALONG SO WELL! I WONDER IF WE COULD EVER--
WHOA! I DON'T LIKE THE DIRECTION THAT THOUGHT WAS TAKING!
I'M ALREADY IN LOVE WITH THE BLACK CAT! I SHOULDN'T EVEN BE THINKING ABOUT MARY JANE IN THAT LIGHT... BUT I CAN'T SEEM TO HELP MYSELF!
WHY CAN'T ROMANCE EVER BE SIMPLE?
BAH! I CAN'T WORRY ABOUT MY SCREWED UP LOVE LIFE NOW!
IF THIS AFTERNOON CONVINCED ME OF ANYTHING, IT'S THAT I'VE GOT TO MAKE PEACE BETWEEN ME AND AUNT MAY BEFORE ANYMORE TIME PASSES!
I'LL SEE HER TONIGHT!
KICK
MIGHT AS WELL CATCH THE EVENING NEWS WHILE I CHANGE CLOTHES.
EH--?!
÷SPUTTER÷... HAD BATTLED THE MYSTERIOUS SPIDER-MAN ON MANY OCCASIONS! UP UNTIL RECENTLY, THE AUTHORITIES BELIEVED HIM DEAD--
-- BUT NEW EVIDENCE SEEMS TO INDICATE OTHERWISE! THE HOBGOBLIN MAY WELL BE ALIVE!
NUMEROUS EYEWITNESSES CLAIMED TO HAVE SEEN HIM GLIDING OVER THIS CITY'S ROOFTOPS EARLIER THIS AFTERNOON!
THE HOBGOBLIN--! I NEVER REALLY BELIEVED HE DIED THE LAST TIME WE FOUGHT! *
I'VE BEEN WAITING FOR THIS--! I ALWAYS KNEW I'D HAVE TO FACE HIM, AGAIN!
* SEE ISSUE #251--DANNY!


CAN'T WASTE A MOMENT! GOT TO TRY TO FIND HIM!
LOOKS LIKE I'M GOING TO HAVE TO PUT OFF SEEING AUNT MAY FOR ANOTHER NIGHT!
I'M SURE I LEFT MY COSTUME IN HERE! WHERE *IS* IT?
AH!
THIS OLD THING MAY NOT BE HALF AS FLASHY AS THE BLACK THREADS I'VE BEEN SPORTING THE PAST FEW WEEKS, BUT I ALMOST FEEL LIKE I'M WELCOMING AN OLD FRIEND BACK HOME, AGAIN!
I'VE ALWAYS FELT PARTIALLY RESPONSIBLE FOR THE CREATION OF HOBGOBLIN!
HE'S ALREADY KILLED A FEW PEOPLE!
I WON'T LET THAT HAPPEN, AGAIN!
I'D BETTER CHECK ALL MY EQUIPMENT NOW. I WON'T HAVE TIME LATER.
HM! MY SPIDER-SIGNAL SEEMS TO BE FUNCTIONING PROPERLY!
SNAP!
MY AUTOMATIC CAMERA IS LOADED WITH FRESH FILM. GOOD! IF I'M LUCKY, I CAN SNAP A FEW PIX FOR THE DAILY BUGLE!
I'LL JUST SLIDE IT INTO PLACE TO THE LEFT OF MY SPIDER-SIGNAL!

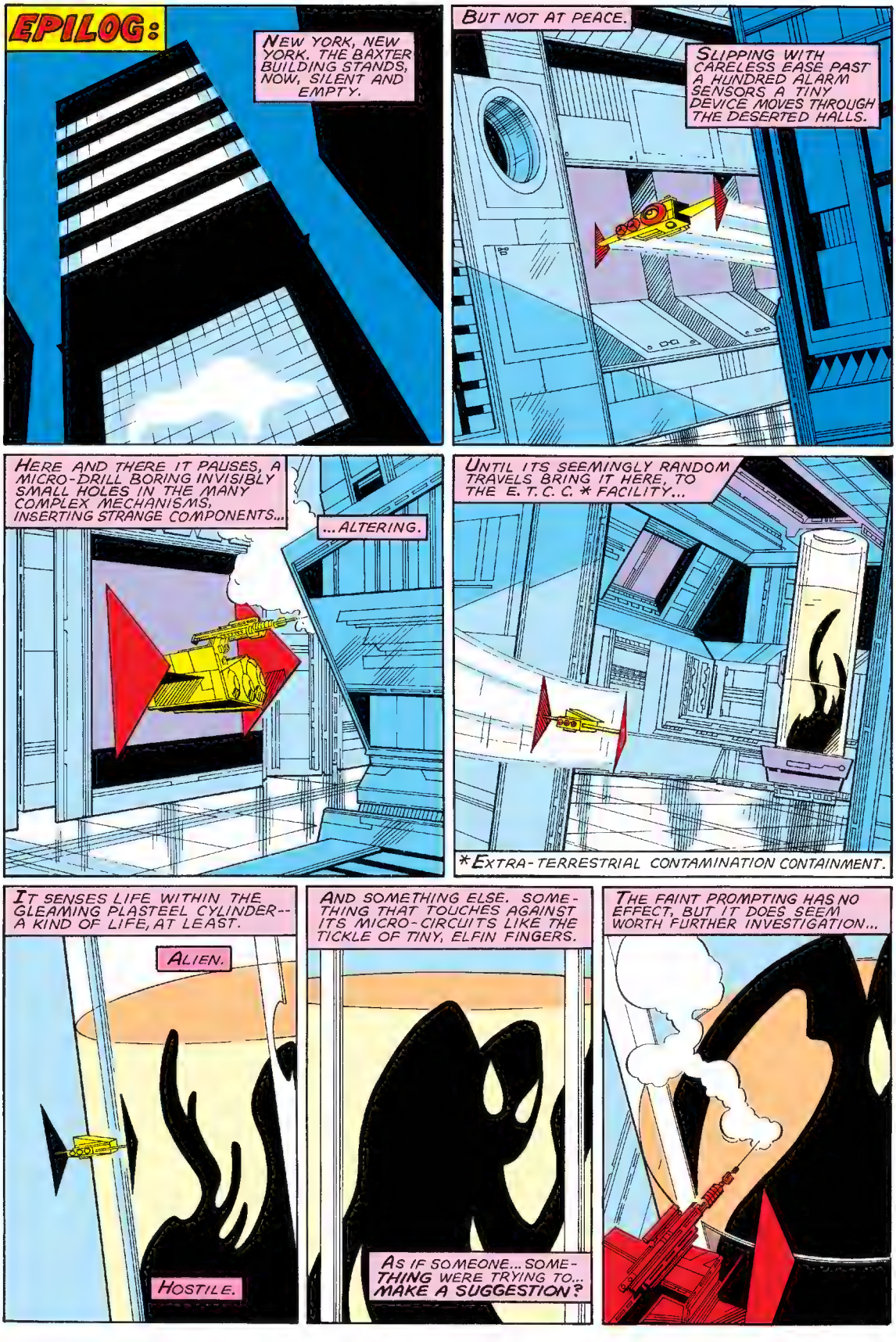

THIS WEB-SHOOTER CHECKS OUT FINE!
SO DOES THIS ONE! I EVEN LOADED THEM WITH FRESH WET-FLUID CARTRIDGES, SO I WON'T HAVE TO WORRY ABOUT RUNNING LOW ON WEBBING!
I CAN'T BE TOO CAREFUL WHEN IT COMES TO HOBGOBLIN! HE'S ONE OF THE MOST DANGER-OUS FOES I'VE EVER FOUGHT!
HE'S GOT AN ARSENAL OF DEADLY WEAPONS AT HIS COMMAND!
HIS SUPER-STRENGTH IS NEARLY THE EQUAL OF MY OWN!
AND, I'VE NEVER MET ANYONE HALF AS CUNNING--!
HE'S ALWAYS MANAGED TO FIGHT ME TO A DRAW IN THE PAST!
NOT THIS TIME!


HE'S NOT GETTING AWAY FROM ME AGAIN! I'M GOING TO FIGHT HIM LIKE I'VE NEVER FOUGHT BEFORE--AND I'M GOING TO WIN!
WHEN I'M FINISHED WITH HIM, THE HOBGOBLIN'S GOING TO KNOW HE'S BEEN BEATEN! HE'S GOING TO KNOW WHAT IT MEANS TO FACE THE POWER OF SPIDER-MAN!
NEXT ISSUE!
THE BATTLE YOU DEMANDED!
BE HERE AS THE SPECTACULAR SPIDER-MAN FACES--
THE CHALLENGE OF HOBGOBLIN!

Spider-Man's alien costume was captured, and his chronic fatigue explained. Peter Parker found comfort in his new confidant, ex-girlfriend Mary Jane. Meanwhile, Aunt May refused to talk to her nephew after learning he had dropped out of college. Returning to his red-and-blue costume, Spider-Man again battled the Hobgoblin, who had partnered with the masked mobster, the Rose, in a power-play against the Kingpin.

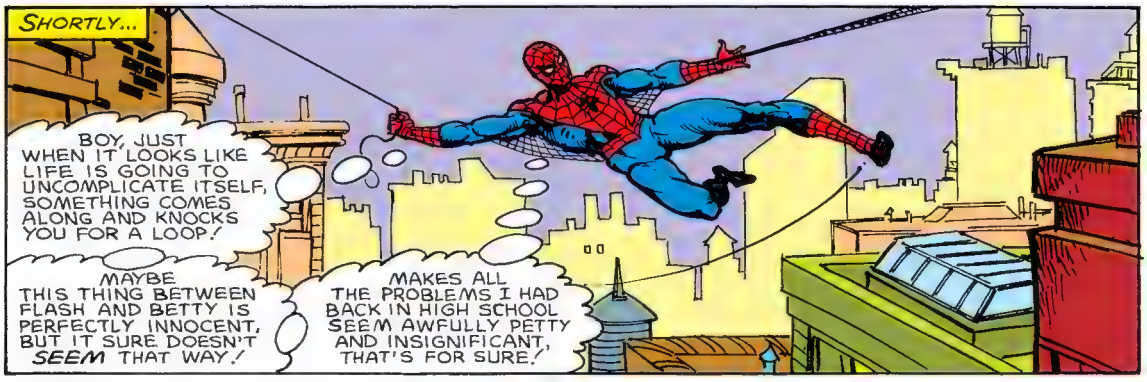
After learning of the Black Cat's dealings with the corrupt Kingpin, and tired of her being repulsed by his life as Peter Parker, Spider-Man severed their relationship — right before the Cat was about to selflessly initiate the break-up to protect Spider-Man before her bad luck powers killed him.

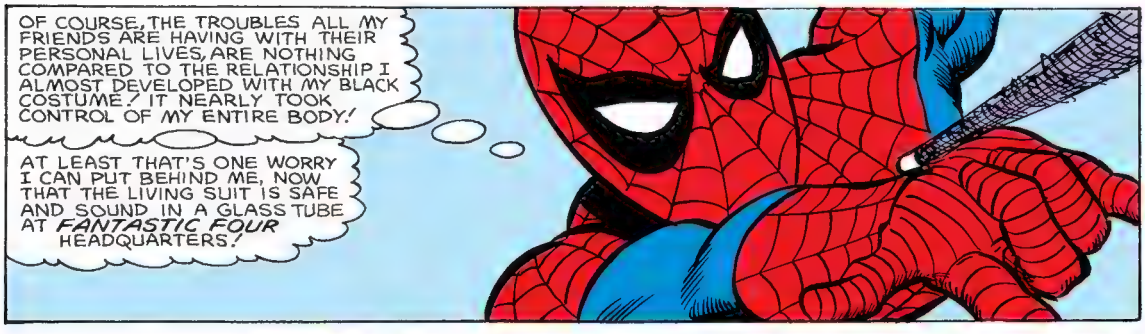
The breakup, from Peter Parker: Spect. Spider-Man #100 — art by Al Milgrom

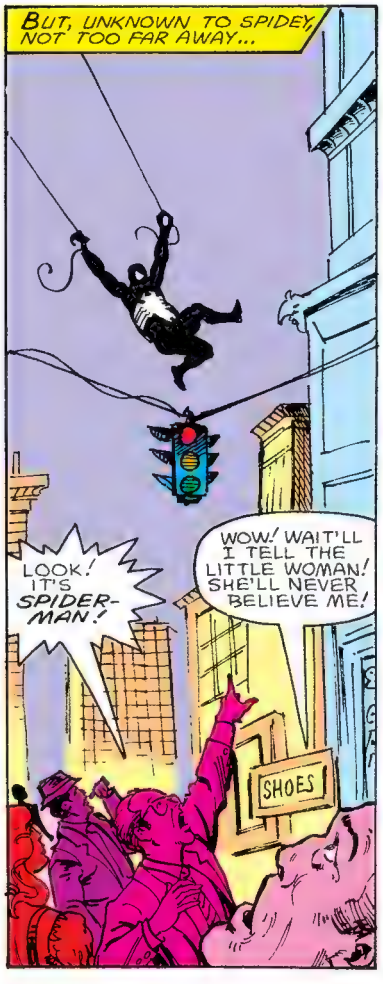

EPILOG:
NEW YORK, NEW YORK. THE BAXTER BUILDING STANDS, NOW, SILENT AND EMPTY.
BUT NOT AT PEACE.
SLIPPING WITH CARELESS EASE PAST A HUNDRED ALARM SENSORS A TINY DEVICE MOVES THROUGH THE DESERTED HALLS.
HERE AND THERE IT PAUSES, A MICRO-DRILL BORING INVISIBLY SMALL HOLES IN THE MANY COMPLEX MECHANISMS, INSERTING STRANGE COMPONENTS...
...ALTERING.
UNTIL ITS SEEMINGLY RANDOM TRAVELS BRING IT HERE, TO THE E.T.C.C.* FACILITY...
*EXTRA-TERRESTRIAL CONTAMINATION CONTAINMENT.
IT SENSES LIFE WITHIN THE GLEAMING PLASTEEL CYLINDER--A KIND OF LIFE, AT LEAST.
ALIEN.
HOSTILE.
AND SOMETHING ELSE. SOMETHING THAT TOUCHES AGAINST ITS MICRO-CIRCUITS LIKE THE TICKLE OF TINY, ELFIN FINGERS.
AS IF SOMEONE... SOMETHING WERE TRYING TO... MAKE A SUGGESTION?
THE FAINT PROMPTING HAS NO EFFECT, BUT IT DOES SEEM WORTH FURTHER INVESTIGATION...

NEXT ISSUE:
SHE HULK IS ONE LADY YOU'D RATHER HAVE FOR YE THAN 'AGIN' YE--AS A CERTAIN SLEAZOID PUBLISHER FINDS OUT IN...
THE NAKED TRUTH
BE HERE IN 30 DAYS!!

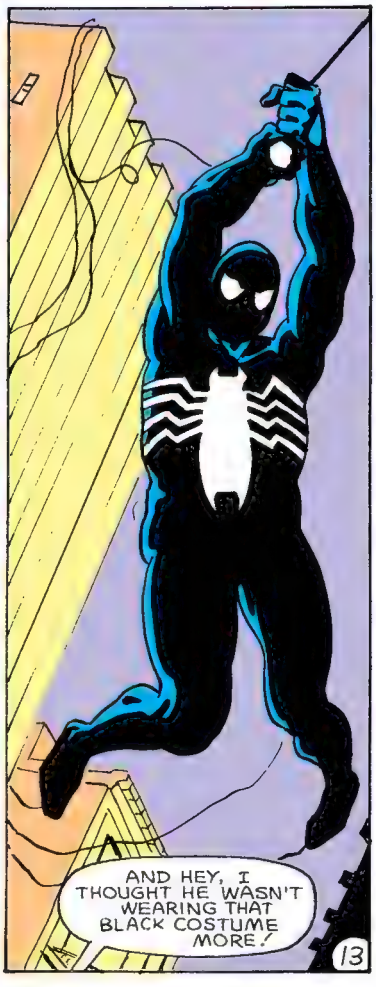
MEANWHILE, ON THE NIGHT-DARK STREETS OF MANHATTAN, STILL LURKING IN THE SHADOWS OF THE BAXTER BUILDING...
IT HAS BUT RECENTLY ESCAPED FROM THIS FORTRESS WHICH QUARTERS THE FAR-FAMED FANTASTIC FOUR, FREED BY AN ALIEN PROBING DEVICE WHICH DRILLED A SMALL HOLE IN IT'S TRANSPARENT PRISON TUBE!
NOW IT HAUNTS THE STREET, WAITING FOR UNSUSPECTING PREY!
I--I GUESS ALL THE RUMORS I HEARD WEREN'T REALLY TRUE!
BACK IN INDIANA, ALL THE FOLKS SAID I'D HAVE TO BE REAL CAREFUL ABOUT WALKING AROUND NEW YORK CITY AT NIGHT!
BUT, HECK! IT DON'T SEEM SO BAD. THERE'S NOTHING TO BE AFRAID OF--HARDLY EVEN A SOUL OUT ON THE STREET.
JUST GOES TO SHOW YOU, YOU SHOULDN'T FORM AN OPINION ABOUT ANYTHING TILL YOU EXPERIENCE IT FIRST--
--HAND!
YIIIIIII!
HE STRUGGLES BRIEFLY, AS THE EBON COSTUME ENGULFS HIM, THEN--UNDER THE CONTROL OF THE ALIEN SYMBIOTE, HE GROWS CALM--
--AND SHOOTING A WEB-LINE FROM THE BACK OF HIS HAND, SWINGS OFF INTO THE NIGHT!
16

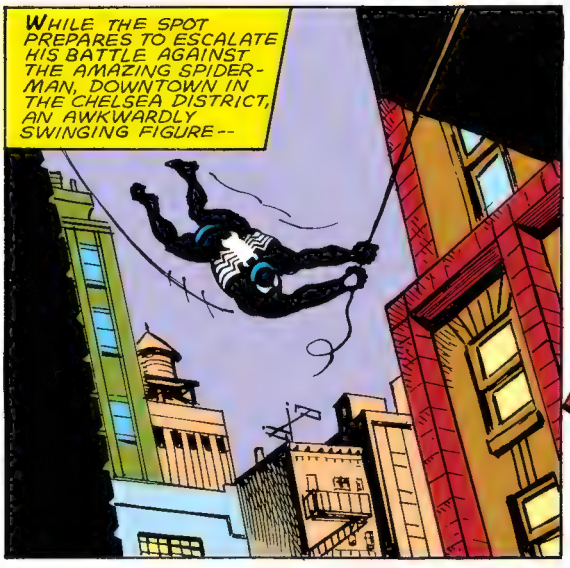

SHORTLY...
BOY, JUST WHEN IT LOOKS LIKE LIFE IS GOING TO UNCOMPLICATE ITSELF, SOMETHING COMES ALONG AND KNOCKS YOU FOR A LOOP!
MAYBE THIS THING BETWEEN FLASH AND BETTY IS PERFECTLY INNOCENT, BUT IT SURE DOESN'T SEEM THAT WAY!
MAKES ALL THE PROBLEMS I HAD BACK IN HIGH SCHOOL SEEM AWFULLY PETTY AND INSIGNIFICANT, THAT'S FOR SURE!

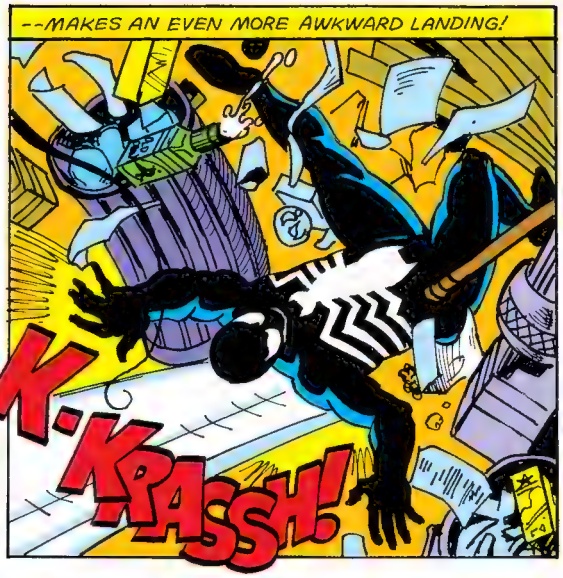

OF COURSE, THE TROUBLES ALL MY FRIENDS ARE HAVING WITH THEIR PERSONAL LIVES, ARE NOTHING COMPARED TO THE RELATIONSHIP I ALMOST DEVELOPED WITH MY BLACK COSTUME! IT NEARLY TOOK CONTROL OF MY ENTIRE BODY!
AT LEAST THAT'S ONE WORRY I CAN PUT BEHIND ME, NOW THAT THE LIVING SUIT IS SAFE AND SOUND IN A GLASS TUBE AT FANTASTIC FOUR HEADQUARTERS!

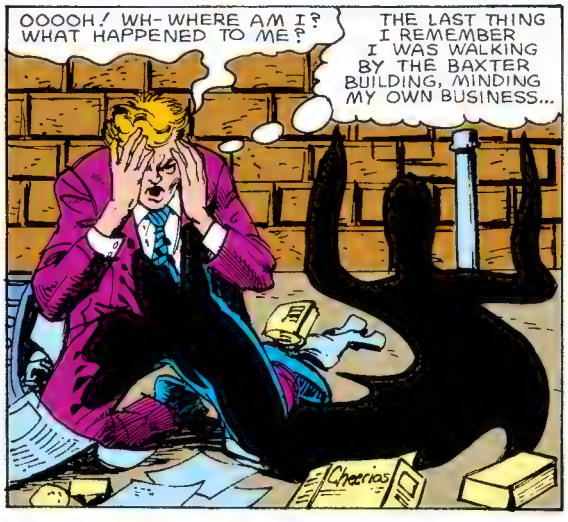

BUT, UNKNOWN TO SPIDEY, NOT TOO FAR AWAY...
LOOK! IT'S SPIDER-MAN!
WOW! WAIT'LL I TELL THE LITTLE WOMAN! SHE'LL NEVER BELIEVE ME!
SHOES

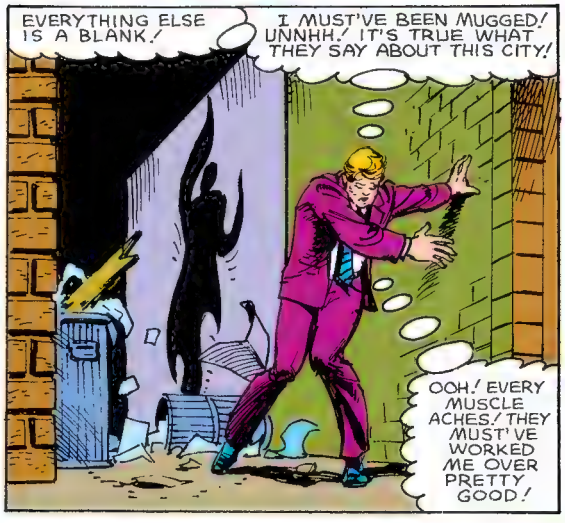
FUNNY THING THOUGH--
WHAT'S THAT?
HE LOOKS SO CLUMSY--AND I ALWAYS THOUGHT HE WAS THINNER THAN THAT!
YEAH, ME TOO!

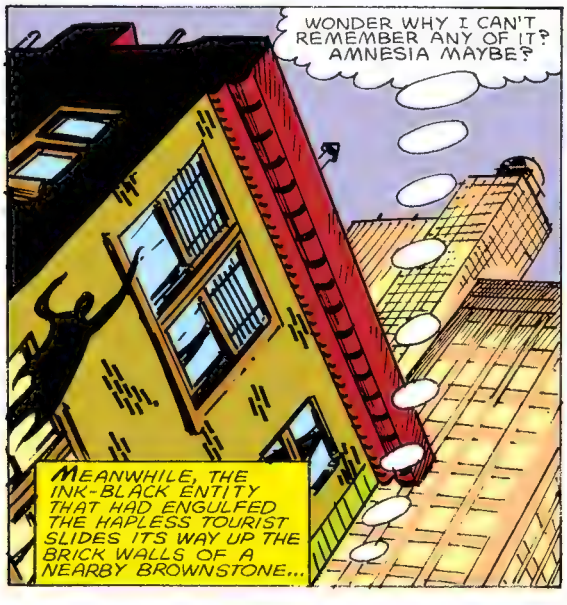

AND HEY, I THOUGHT HE WASN'T WEARING THAT BLACK COSTUME MORE!

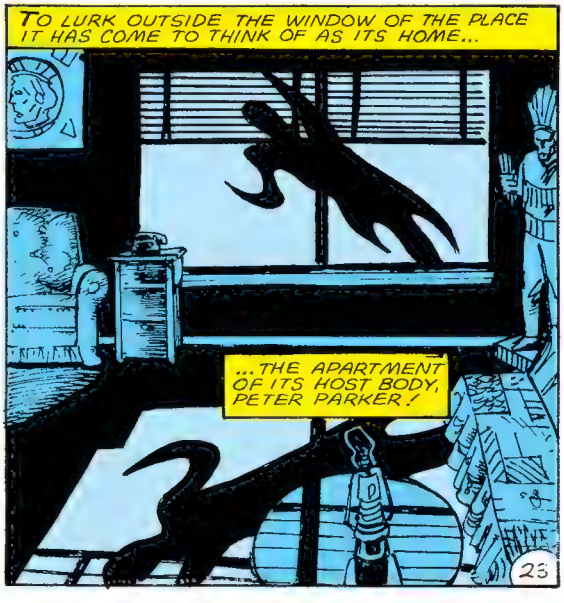

WHILE THE SPOT PREPARES TO ESCALATE HIS BATTLE AGAINST THE AMAZING SPIDER-MAN, DOWNTOWN IN THE CHELSEA DISTRICT, AN AWKWARDLY SWINGING FIGURE--

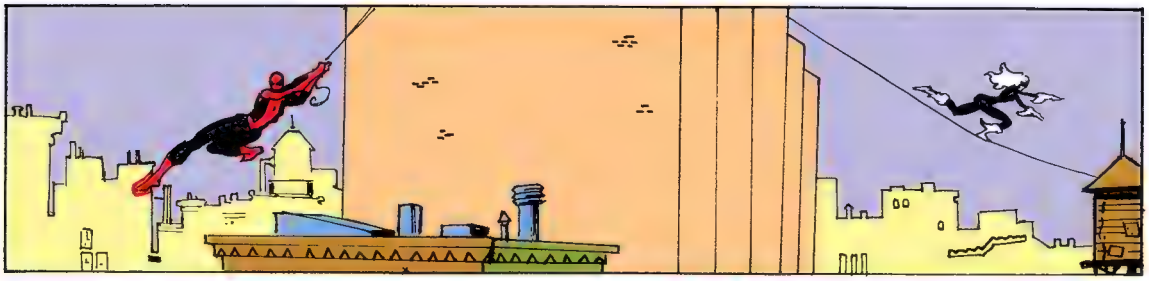

--MAKES AN EVEN MORE AWKWARD LANDING!
K-KRASSH!

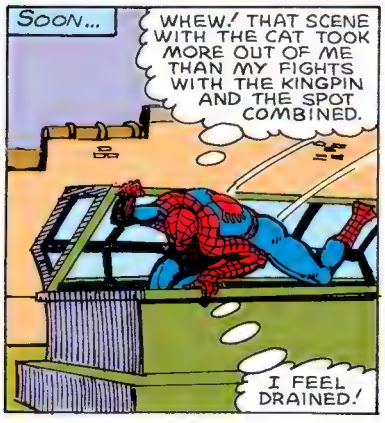

OOOOH! WH-WHERE AM I? WHAT HAPPENED TO ME?
THE LAST THING I REMEMBER I WAS WALKING BY THE BAXTER BUILDING, MINDING MY OWN BUSINESS...
Cheerios

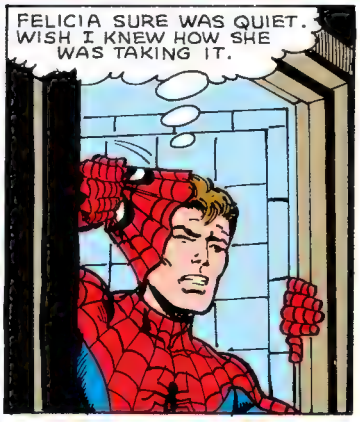

EVERYTHING ELSE IS A BLANK!
I MUST'VE BEEN MUGGED! UNNHH! IT'S TRUE WHAT THEY SAY ABOUT THIS CITY!
OOH! EVERY MUSCLE ACHES! THEY MUST'VE WORKED ME OVER PRETTY GOOD!

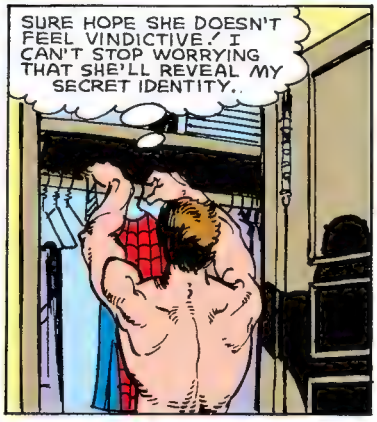

WONDER WHY I CAN'T REMEMBER ANY OF IT? AMNESIA MAYBE?
MEANWHILE, THE INK-BLACK ENTITY THAT HAD ENGULFED THE HAPLESS TOURIST SLIDES ITS WAY UP THE BRICK WALLS OF A NEARBY BROWNSTONE...

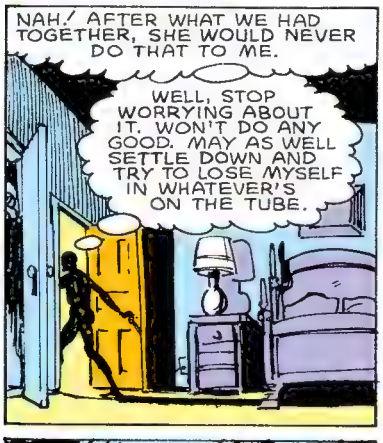

TO LURK OUTSIDE THE WINDOW OF THE PLACE IT HAS COME TO THINK OF AS ITS HOME...
...THE APARTMENT OF ITS HOST BODY, PETER PARKER!

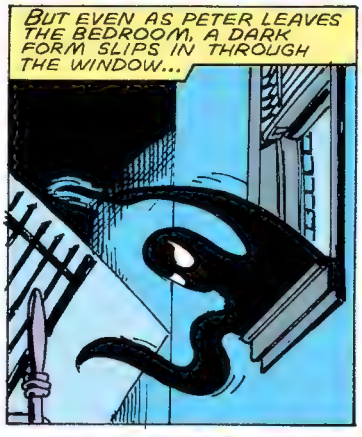


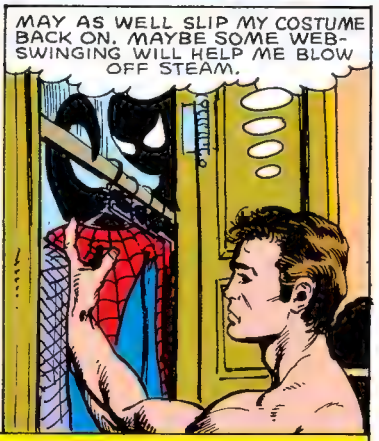







NAH! AFTER WHAT WE HAD TOGETHER, SHE WOULD NEVER DO THAT TO ME.
WELL, STOP WORRYING ABOUT IT. WON'T DO ANY GOOD. MAY AS WELL SETTLE DOWN AND TRY TO LOSE MYSELF IN WHATEVER'S ON THE TUBE.





UH-OH! DON'T MISS THE ALL NEW **WEB OF SPIDER-MAN #1** TO SEE WHAT HAPPENS HERE. THEN COME BACK FOR THE NEXT ISSUE OF **SPECTACULAR SPIDER-MAN**... IF THERE **IS** A NEXT ISSUE!

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'TIL DEATH DO US PART!
I'M JUST BEING PARANOID!
THAT'S GOTTA BE IT! I JUST BROKE UP WITH THE BLACK CAT*, AND EVEN IF WE BOTH KNOW IT'S FOR THE BEST, SHE'S FURIOUS WITH ME!
IT'S COLORING MY WHOLE OUTLOOK! THAT'S WHY I'VE GOT THIS FUNNY FEELING... ALMOST LIKE SOMEBODY'S OUT TO GET ME!
OOH, BAMBI! LIKE, IT'S SO COLD OUT HERE! BUT... THE SUN LOOKED SO WARM!
IT'S THE GIRLS NEXT DOOR... UP ON THE ROOF AGAIN! RATS!
* IT HAPPENED IN PETER PARKER #100 A COLLECTOR'S ITEM FOR SURE! -- OWZ.

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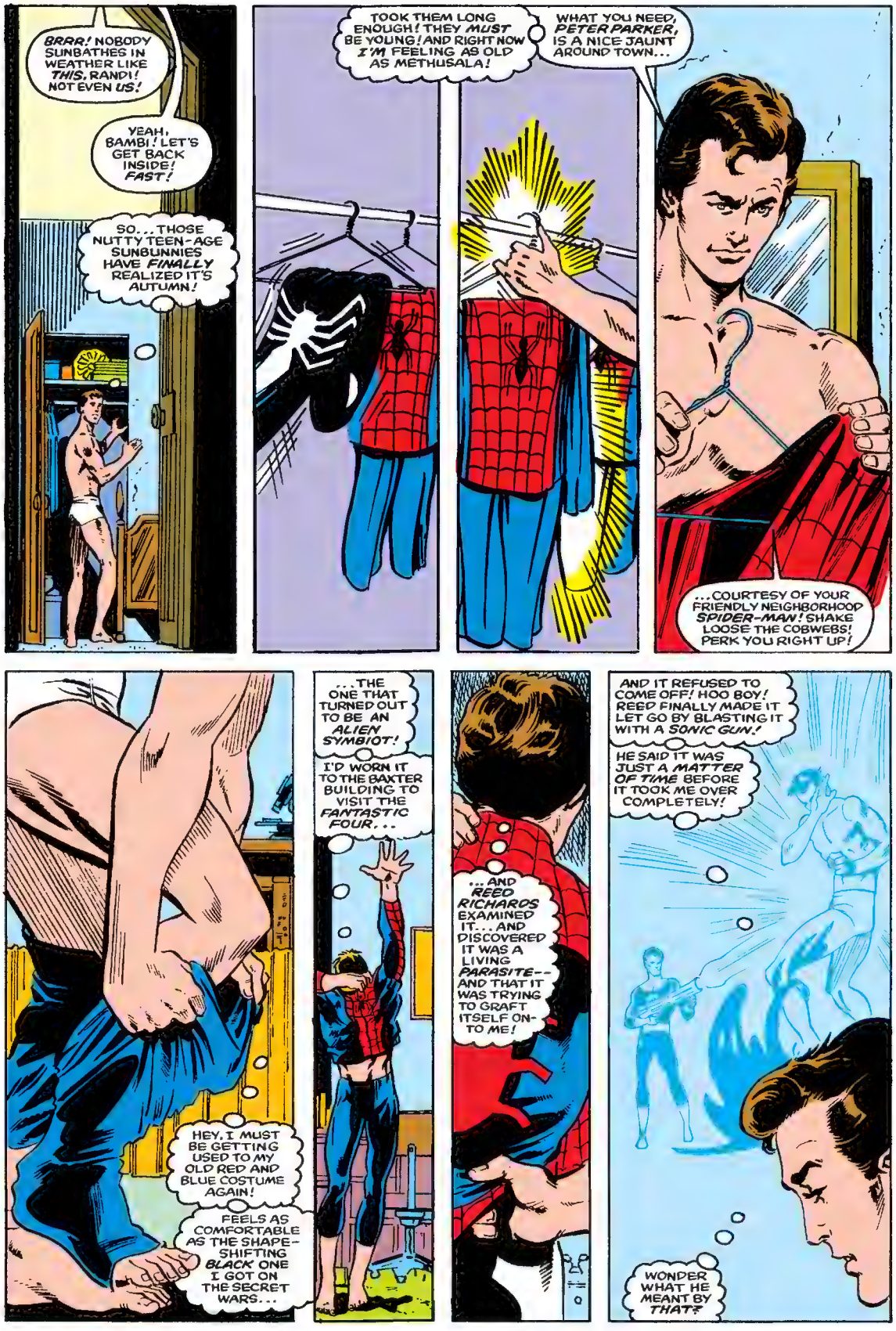
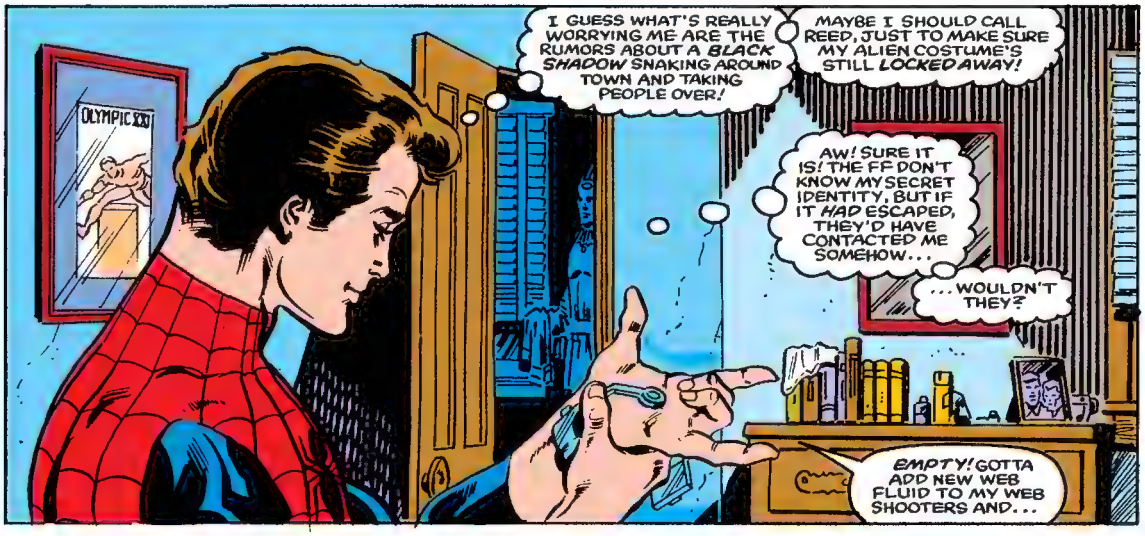
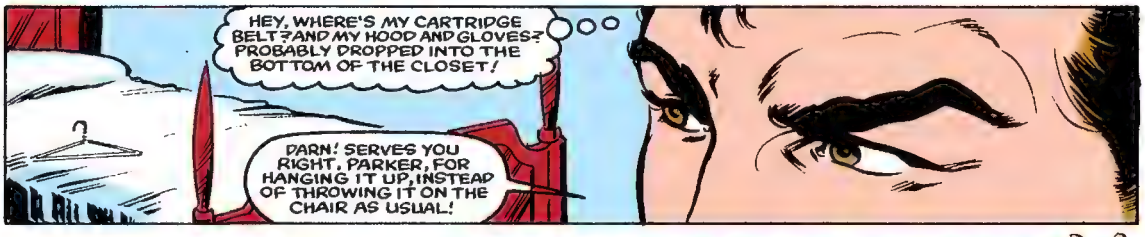
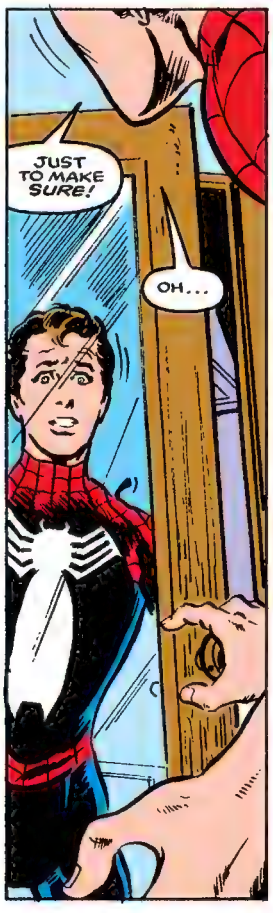

BRRR! NOBODY SUNBATHES IN WEATHER LIKE THIS, RANDI! NOT EVEN US!
YEAH, BAMBI! LET'S GET BACK INSIDE! FAST!
SO... THOSE NUTTY TEEN-AGE SUNBUNNIES HAVE FINALLY REALIZED IT'S AUTUMN!
TOOK THEM LONG ENOUGH! THEY MUST BE YOUNG! AND RIGHT NOW I'M FEELING AS OLD AS METHUSALA!
WHAT YOU NEED, PETER PARKER, IS A NICE JAUNT AROUND TOWN...
...COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! SHAKE LOOSE THE COBWEBS! PERK YOU RIGHT UP!
HEY, I MUST BE GETTING USED TO MY OLD RED AND BLUE COSTUME AGAIN!
FEELS AS COMFORTABLE AS THE SHAPE-SHIFTING BLACK ONE I GOT ON THE SECRET WARS...
...THE ONE THAT TURNED OUT TO BE AN ALIEN SYMBIOT!
I'D WORN IT TO THE BAXTER BUILDING TO VISIT THE FANTASTIC FOUR...
...AND REED RICHARDS EXAMINED IT... AND DISCOVERED IT WAS A LIVING PARASITE-- AND THAT IT WAS TRYING TO GRAFT ITSELF ON-TO ME!
AND IT REFUSED TO COME OFF! HOO BOY! REED FINALLY MADE IT LET GO BY BLASTING IT WITH A SONIC GUN!
HE SAID IT WAS JUST A MATTER OF TIME BEFORE IT TOOK ME OVER COMPLETELY!
WONDER WHAT HE MEANT BY THAT?

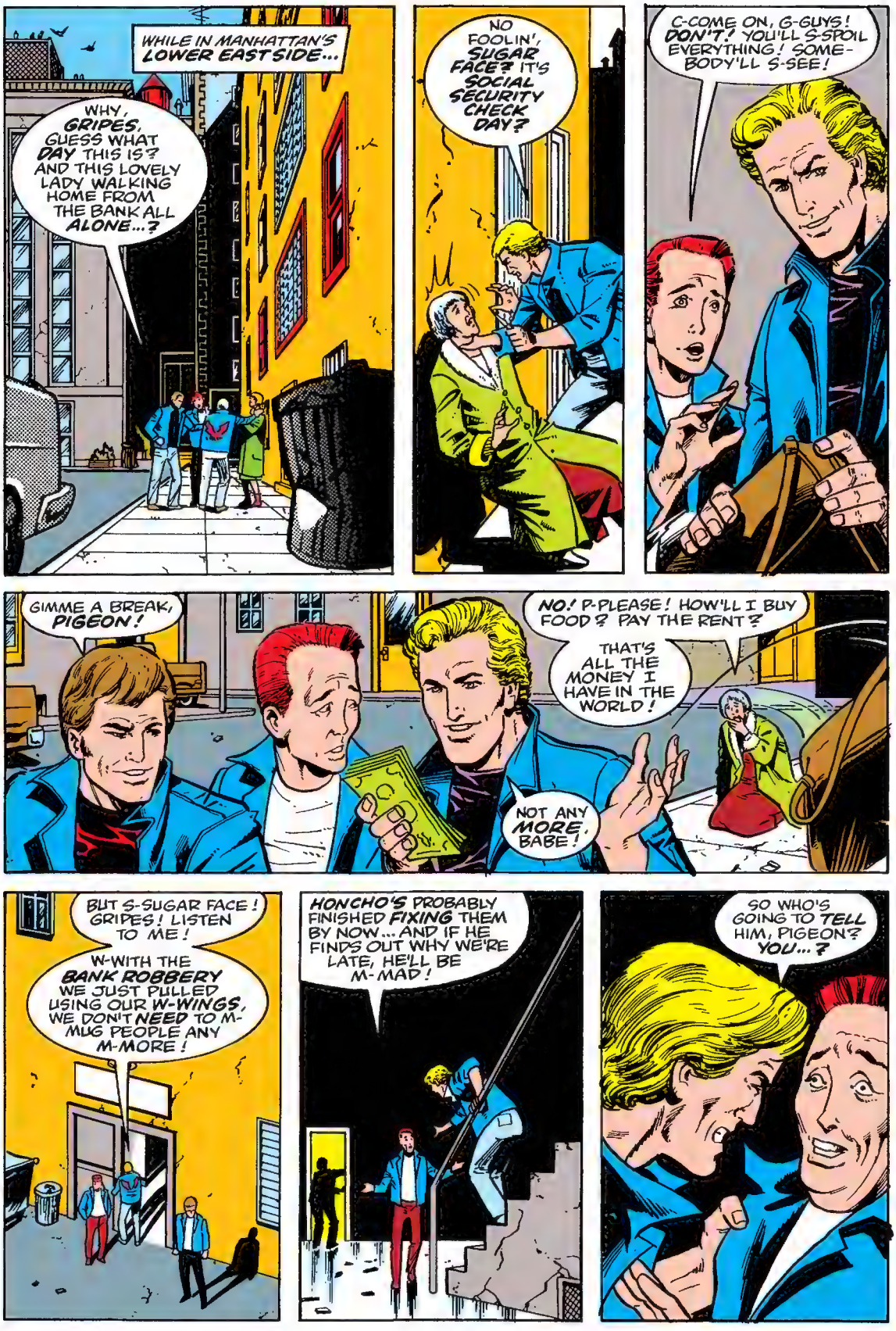

I GUESS WHAT'S REALLY WORRYING ME ARE THE RUMORS ABOUT A BLACK SHADOW SNAKING AROUND TOWN AND TAKING PEOPLE OVER!
MAYBE I SHOULD CALL REED, JUST TO MAKE SURE MY ALIEN COSTUME'S STILL LOCKED AWAY!
OLYMPIC XXI
AW! SURE IT IS! THE FF DON'T KNOW MY SECRET IDENTITY, BUT IF IT HAD ESCAPED, THEY'D HAVE CONTACTED ME SOMEHOW...
...WOULDN'T THEY?
EMPTY! GOTTA ADD NEW WEB FLUID TO MY WEB SHOOTERS AND...

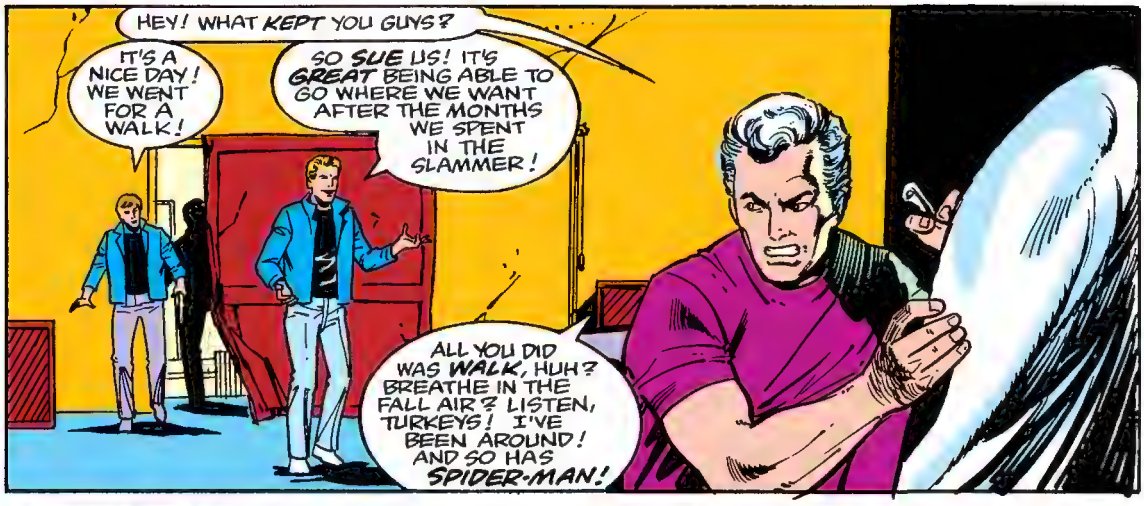

HEY, WHERE'S MY CARTRIDGE BELT? AND MY HOOD AND GLOVES? PROBABLY DROPPED INTO THE BOTTOM OF THE CLOSET!
DARN! SERVES YOU RIGHT, PARKER, FOR HANGING IT UP, INSTEAD OF THROWING IT ON THE CHAIR AS USUAL!

I STILL HAVE THIS FUNNY FEELING, THOUGH! THINK I'LL VISIT REED SOON AS I'M DRESSED!

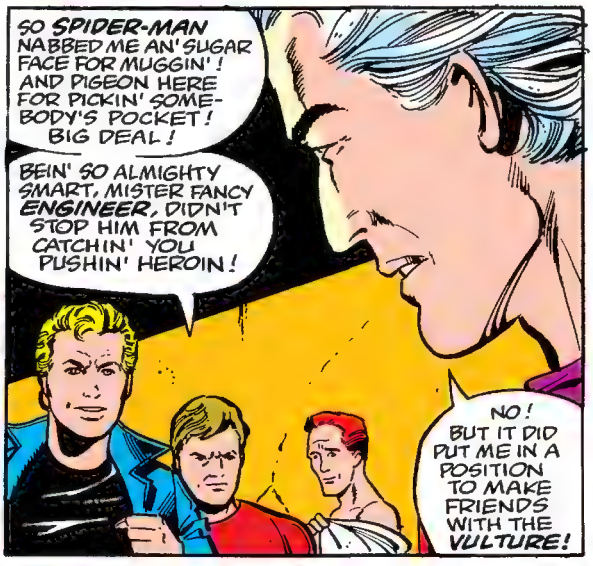

JUST TO MAKE SURE!
OH...

NO!


WHILE IN MANHATTAN'S LOWER EASTSIDE...
WHY, GRIPES, GUESS WHAT DAY THIS IS? AND THIS LOVELY LADY WALKING HOME FROM THE BANK ALL ALONE...?
NO FOOLIN', SUGAR FACE? IT'S SOCIAL SECURITY CHECK DAY?
C-COME ON, G-GUYS! DON'T! YOU'LL S-SPOIL EVERYTHING! SOMEBODY'LL S-SEE!
GIMME A BREAK, PIGEON!
NO! P-PLEASE! HOW'LL I BUY FOOD? PAY THE RENT?
THAT'S ALL THE MONEY I HAVE IN THE WORLD!
NOT ANY MORE, BABE!
BUT S-SUGAR FACE! GRIPES! LISTEN TO ME!
W-WITH THE BANK ROBBERY WE JUST PULLED USING OUR W-WINGS, WE DON'T NEED TO M-MUG PEOPLE ANY M-MORE!
HONCHO'S PROBABLY FINISHED FIXING THEM BY NOW... AND IF HE FINDS OUT WHY WE'RE LATE, HE'LL BE M-MAD!
SO WHO'S GOING TO TELL HIM, PIGEON? YOU...?

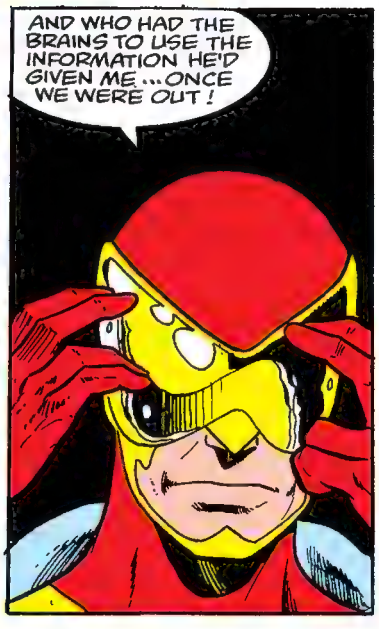

HEY! WHAT KEPT YOU GUYS?
IT'S A NICE DAY! WE WENT FOR A WALK!
SO SUE US! IT'S GREAT BEING ABLE TO GO WHERE WE WANT AFTER THE MONTHS WE SPENT IN THE SLAMMER!
ALL YOU DID WAS WALK, HUH? BREATHE IN THE FALL AIR? LISTEN, TURKEYS! I'VE BEEN AROUND! AND SO HAS SPIDER-MAN!

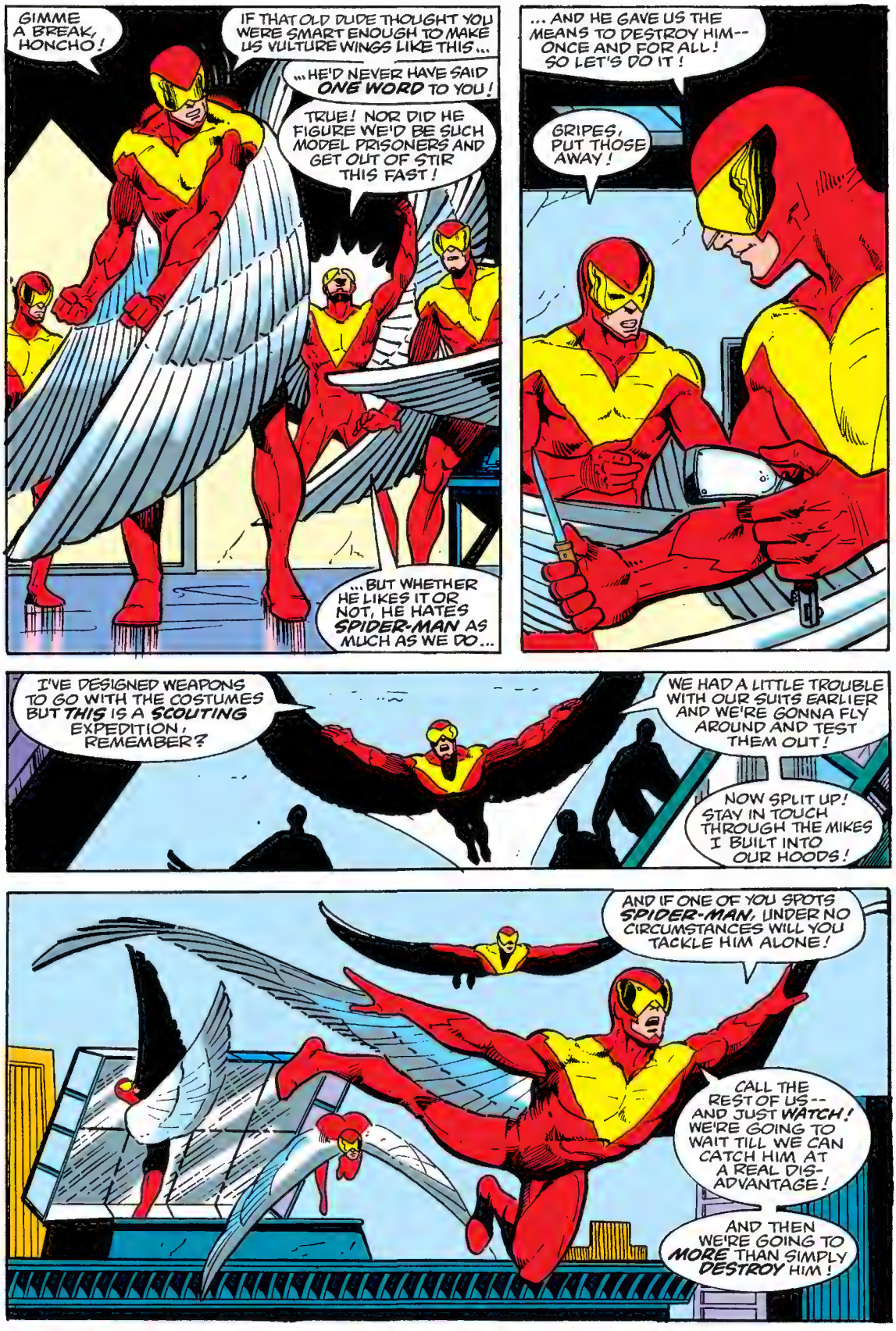
WHY DON'T YOU JUST SEND HIM AN ENGRAVED INVITATION ASKING HIM TO ESCORT YOU BACK TO JAIL!
S-SEE? I S-SAID HE'D BE MAD!
SHUT UP, PIGEON!

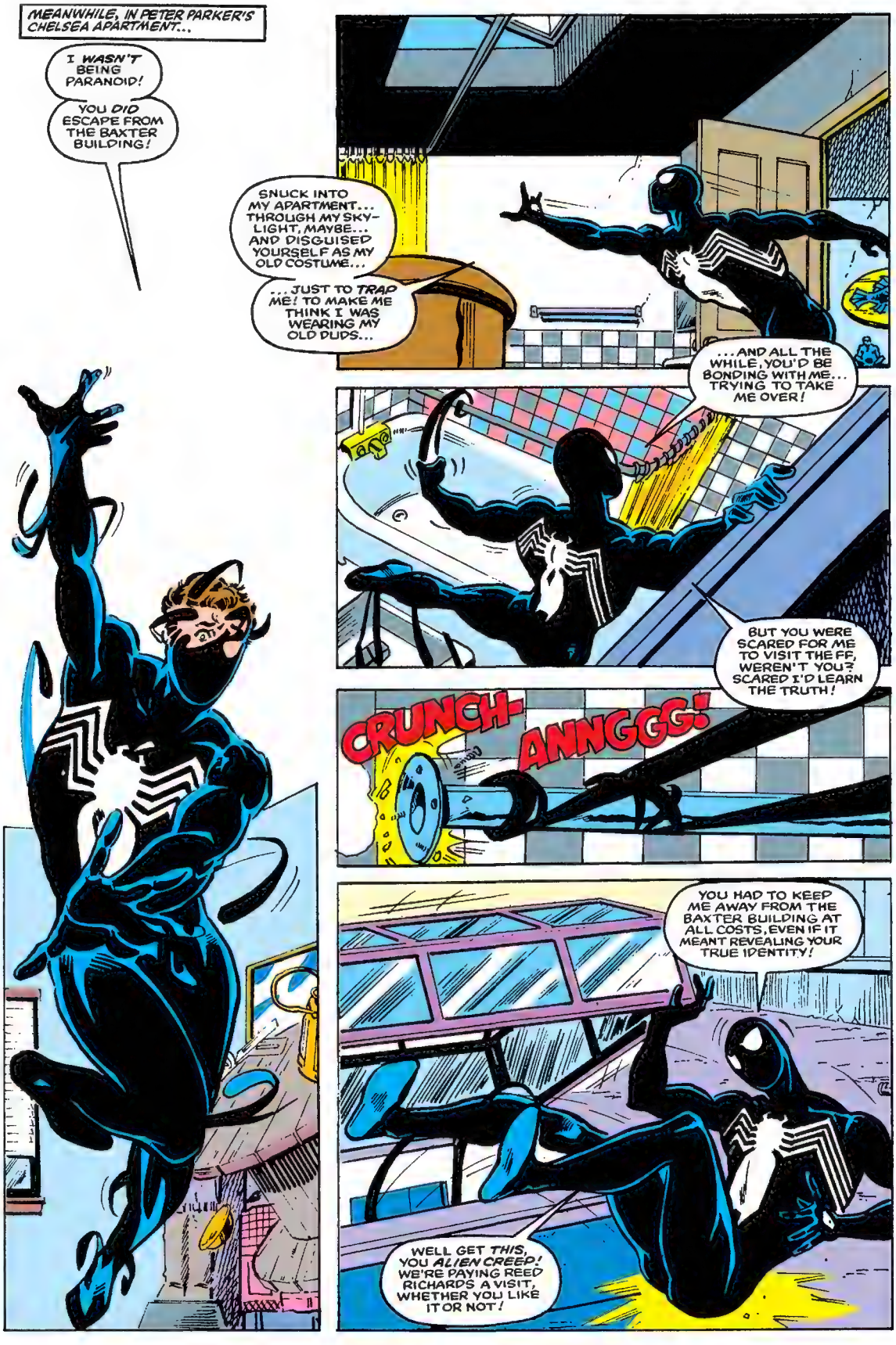

SO SPIDER-MAN NABBED ME AN' SUGAR FACE FOR MUGGIN'! AND PIGEON HERE FOR PICKIN' SOMEBODY'S POCKET! BIG DEAL!
BEIN' SO ALMIGHTY SMART, MISTER FANCY ENGINEER, DIDN'T STOP HIM FROM CATCHIN' YOU PUSHIN' HEROIN!
NO! BUT IT DID PUT ME IN A POSITION TO MAKE FRIENDS WITH THE VULTURE!

AND WORKING IN THE MACHINE SHOP LIKE I DID MADE IT REAL EASY TO SMUGGLE SUPPLIES TO HIM...
...AND TALK TO HIM... LOTS!
Y-YEAH! THAT OLD DUDE WAS SO LONELY HE'D TALK TO ANYBODY!

PARTICULARLY SOMEONE WHO ADMIRED HIS ENGINEERING GENIUS!


AND WHO HAD THE BRAINS TO USE THE INFORMATION HE'D GIVEN ME...ONCE WE WERE OUT!


GIMME A BREAK, HONCHO!
IF THAT OLD DUDE THOUGHT YOU WERE SMART ENOUGH TO MAKE US VULTURE WINGS LIKE THIS...
...HE'D NEVER HAVE SAID ONE WORD TO YOU!
TRUE! NOR DID HE FIGURE WE'D BE SUCH MODEL PRISONERS AND GET OUT OF STIR THIS FAST!
...BUT WHETHER HE LIKES IT OR NOT, HE HATES SPIDER-MAN AS MUCH AS WE DO...
...AND HE GAVE US THE MEANS TO DESTROY HIM-- ONCE AND FOR ALL! SO LET'S DO IT!
GRIPES, PUT THOSE AWAY!
I'VE DESIGNED WEAPONS TO GO WITH THE COSTUMES BUT THIS IS A SCOUTING EXPEDITION, REMEMBER?
WE HAD A LITTLE TROUBLE WITH OUR SUITS EARLIER AND WE'RE GONNA FLY AROUND AND TEST THEM OUT!
NOW SPLIT UP! STAY IN TOUCH THROUGH THE MIKES I BUILT INTO OUR HOODS!
AND IF ONE OF YOU SPOTS SPIDER-MAN, UNDER NO CIRCUMSTANCES WILL YOU TACKLE HIM ALONE!
CALL THE REST OF US-- AND JUST WATCH! WE'RE GOING TO WAIT TILL WE CAN CATCH HIM AT A REAL DIS-ADVANTAGE!
AND THEN WE'RE GOING TO MORE THAN SIMPLY DESTROY HIM!

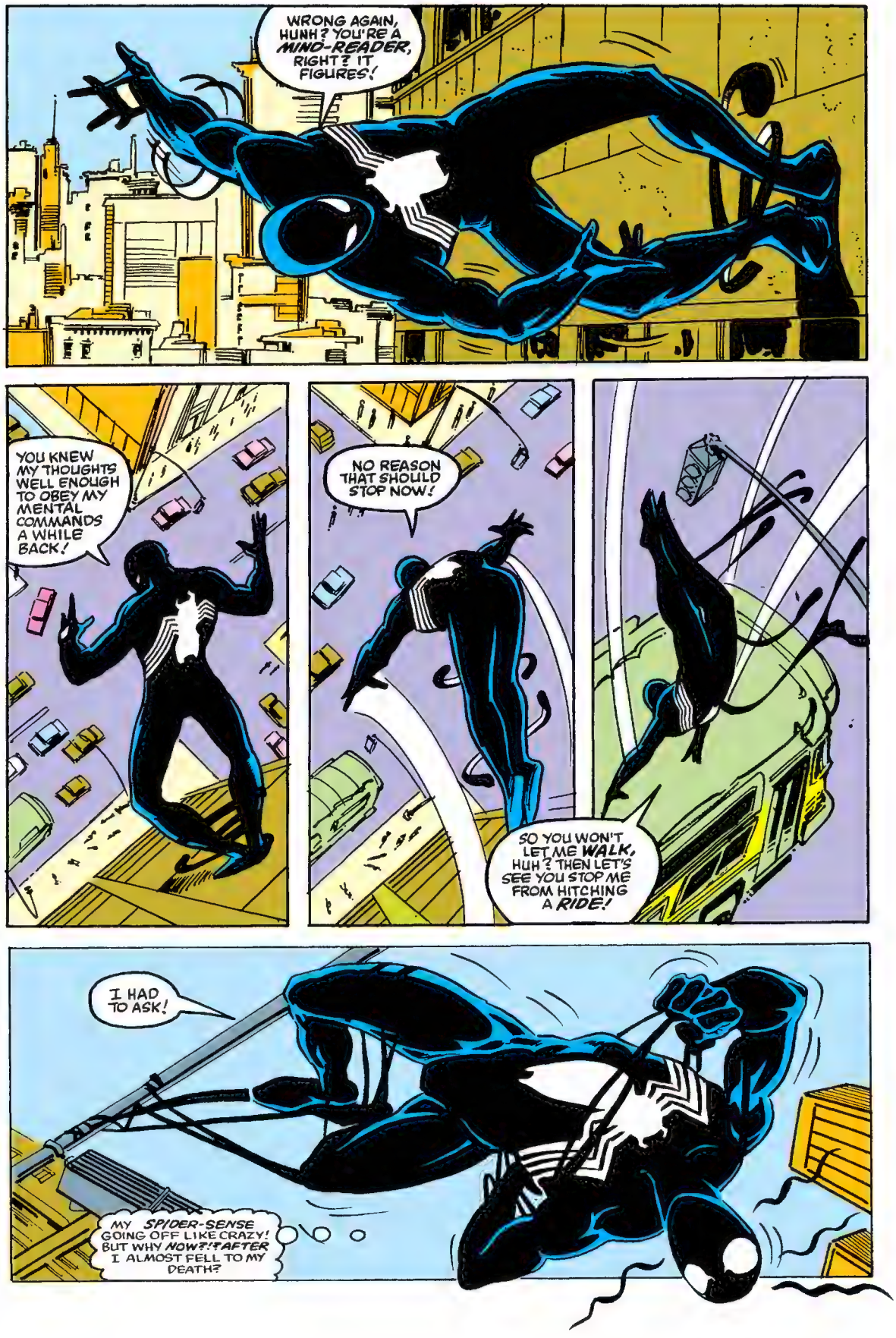

MEANWHILE, IN PETER PARKER'S CHELSEA APARTMENT...
I WASN'T BEING PARANOID!
YOU DID ESCAPE FROM THE BAXTER BUILDING!
SNUCK INTO MY APARTMENT... THROUGH MY SKY-LIGHT, MAYBE... AND DISGUISED YOURSELF AS MY OLD COSTUME...
...JUST TO TRAP ME! TO MAKE ME THINK I WAS WEARING MY OLD DUDS...
...AND ALL THE WHILE, YOU'D BE BONDING WITH ME... TRYING TO TAKE ME OVER!
BUT YOU WERE SCARED FOR ME TO VISIT THE FF, WEREN'T YOU? SCARED I'D LEARN THE TRUTH!
CRUNCH-
ANNGGG!
YOU HAD TO KEEP ME AWAY FROM THE BAXTER BUILDING AT ALL COSTS, EVEN IF IT MEANT REVEALING YOUR TRUE IDENTITY!
WELL GET THIS, YOU ALIEN CREEP! WE'RE PAYING REED RICHARDS A VISIT, WHETHER YOU LIKE IT OR NOT!

GOTTA REACH THE BAXTER BUILDING! MAKE REED GET IT OFF! IF HE CAN!
WHAT IF IT'S BONDED WITH ME ALREADY?!?
NO! DON'T PANIC! KEEP CALM!
I'LL SWING THERE! IT USED TO OBEY MY MENTAL COMMANDS! GOTTA MAKE IT SHOOT A WEB LINE!
SHOOT! SHOOT! DARN YOU!
SWELL!
NOT THE DIRECTION I HAD IN MIND!
NICE TRY, ALIEN, BUT NO DICE! I'LL JUST SWING 'ROUND AND--
THOP!
IT LET GO OF THE WALL! I DON'T BELIEVE IT!
VERY FUNNY, YOU ALIEN MONSTROSITY! SO FIRE ANOTHER ONE! FIRE!
WRONG AGAIN!

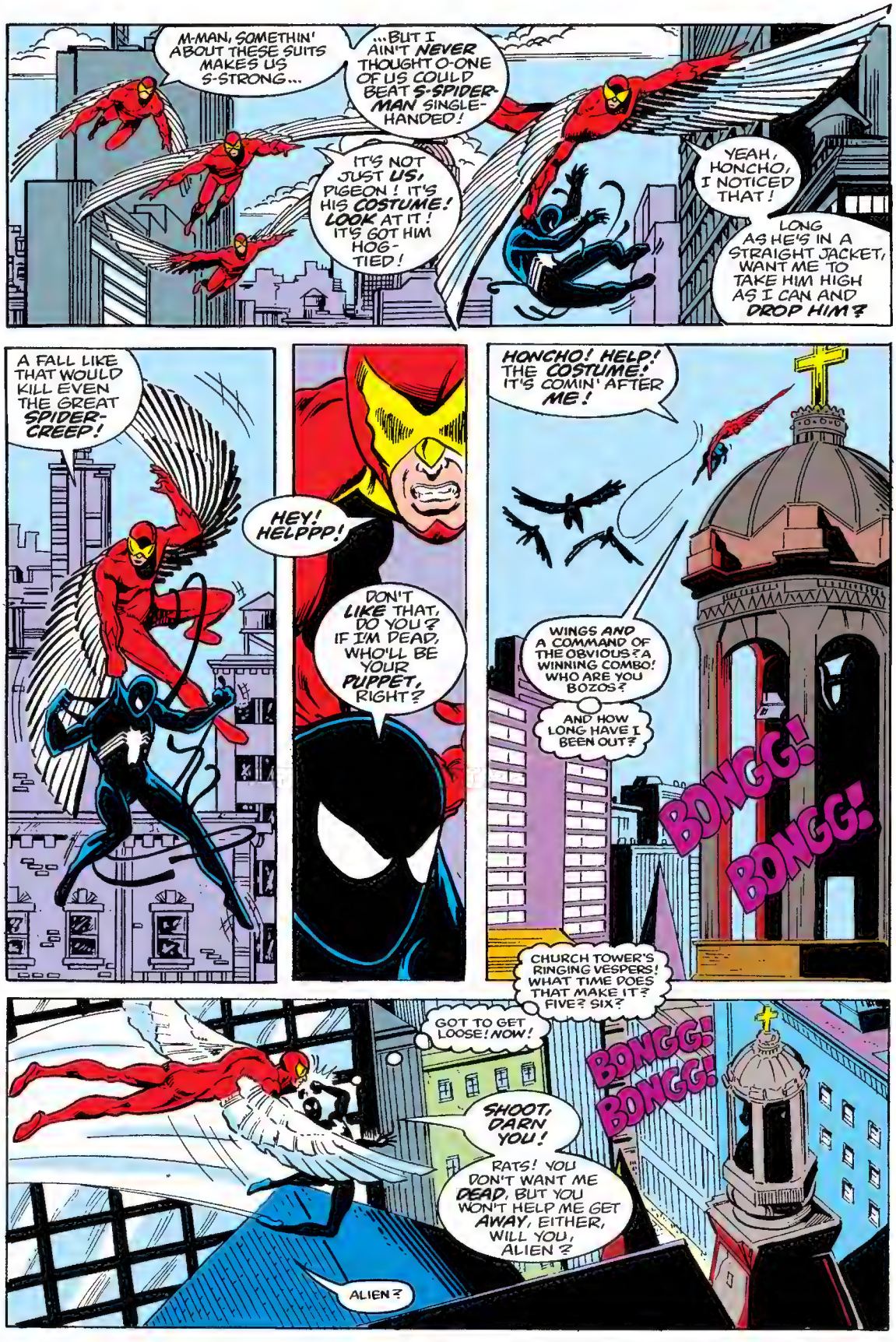
GET OFF OF ME, ALIEN!
BLAST YOU, GET OFF!
HEY! CAN'T LET GO OF THE POLE!
AND NOW I'M SWINGING BACK-WARDS!
TRYING TO MAKE ME YOUR PUPPET, ARE YOU, MONSTER?
CRASH!
WELL, IT WON'T WORK!
SMASH!
CAN'T LET IT WORK! CAN'T--
OUCH.
SLAM!

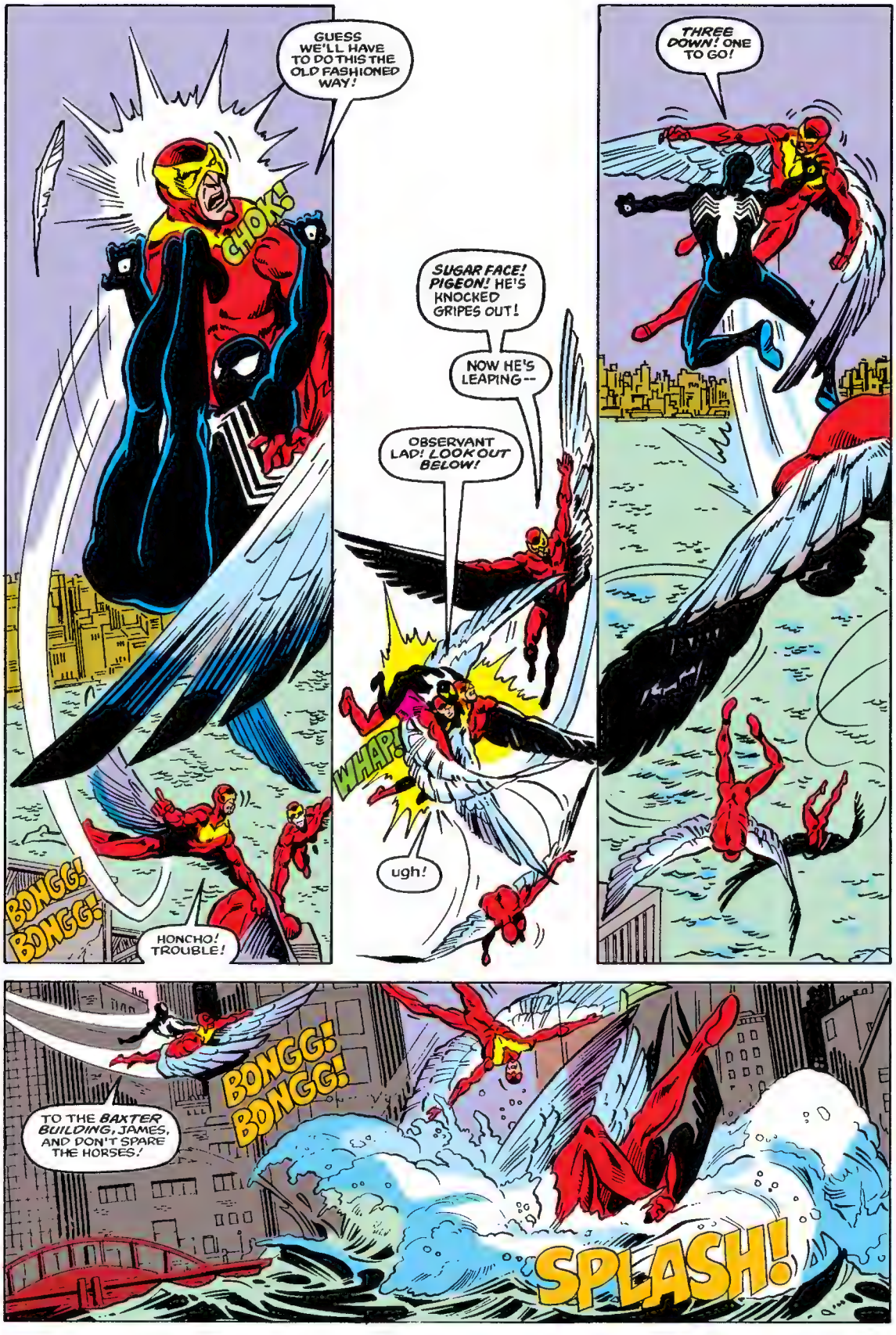
WHILE BLOCKS AWAY...
MAY! MAY PARKER!
MARY JANE! WHAT'RE YOU DOING HERE?
BUYING A PRESENT FOR THE OSBORNES' NEW BABY! PETE AND I ARE THE GOD PARENTS!
I DIDN'T KNOW! I HADN'T SPOKEN TO MY NEPHEW SINCE WE HAD OUR ARGUMENT!
I'M FURIOUS AT HIM FOR DROPPING HIS GRADUATE STUDIES IN BIO-PHYSICS!
I-I'VE HEARD! BUT MAY, BEING A PHOTOGRAPHER'S NO DISGRACE! AND PETE'S GOOD!
LOOK! HIS SPIDER-MAN PHOTO'S IN THE BUGLE AGAIN!
SPIDER-MAN IS A MENACE, MARY JANE! I'VE READ THE BUGLE'S EDITORIALS!
I DON'T LIKE PETER TRAIPSING ALL OVER TOWN AFTER HIM! AND THAT'S NOT THE POINT! PETER LET HIS DREAM DIE!
BUT MAY, WHAT IF HE HAS A NEW DREAM? DOES IT MATTER WHAT HE DOES AS LONG AS HE'S HAPPY?
BUT HE WAS HAPPY BEING A SCIENTIST!
AND A PHOTOGRAPHER!
AND SPIDER-MAN-- THOUGH I'M THE ONLY ONE WHO KNOWS IT!
MAYBE LATER, SWEETIE! I'M HAVING A FEW LITTLE MONEY PROBLEMS WITH THE HOUSE!
THAT ONE'S PERFECT, MAY! BUY IT!
NOTHING TO WORRY PETER WITH-- BUT I REALLY CAN'T SPEND THE MONEY RIGHT NOW!

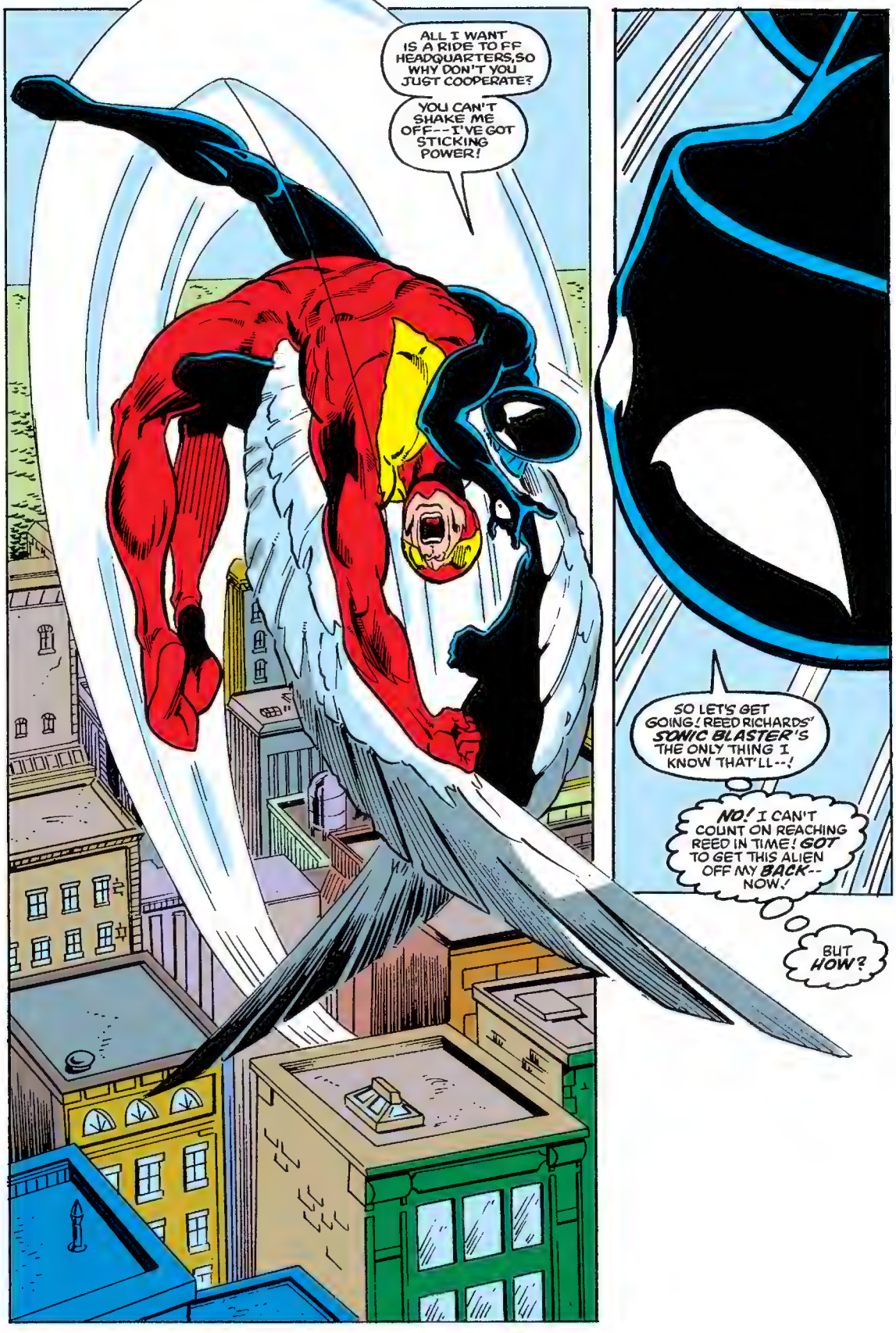
MEANWHILE...
HEY! LET ME GO YOU ALIEN CREEP! LET ME--!
WAIT! SURE I'M SCARED! BUT I CAN'T PANIC! IT'S THE PANIC THAT'S BEATING ME...NOT THE COSTUME!
HEY, GET OUTTA HERE, YOU COSTUMED LUNATIC! WHAT'RE YOU DOIN' OUT THERE, TWITCHIN' AN' MUMBLIN' TO YOURSELF?
YOU ON DRUGS OR WHAT? I'M WRITIN' THE BUGLE, IT'S A DISGRACE...
SHEESH!
THERE'S SPIDER-MAN! HONCHO SAID TO FIND HIM AND--
HEY, WHAT'S WRONG WITH HIM, ANYWAY? HE'S JERKIN' 'ROUND LIKE HE'S HAVIN' SOME KIND OF FIT!
SLAM!
DON'T ATTACK HIM, HONCHO SAID! JUST SIGNAL THE OTHER VULTURIONS WHEN I'VE FOUND HIM!
AN' KEEP MY EYE ON HIM TILL THEY ARRIVE!
DON'T PANIC! STAY CALM! THINK IT THROUGH! ASSESS THE SITUATION! I'M SMARTER THAN IT IS...
I HOPE!
AND I'VE STILL GOT THE PROPORTIONAL SPEED, AGILITY AND STRENGTH OF A SPIDER!
I CAN STILL STICK TO STUFF! ALL MY INNATE POWERS ARE INTACT!
EXCEPT MAYBE MY SPIDER SENSE! IF IT WAS WORKING, IT OUGHTA BE SHRIEKING!
WISH I HAD MY WEB SHOOTERS! TOUGH! IF I CAN'T SWING TO THE BAXTER BUILDING, I'LL JUST HAVE TO WALK THERE!
THE COSTUME CAN'T STOP ME FROM DOING THAT!


WRONG AGAIN, HUNH? YOU'RE A MIND-READER, RIGHT? IT FIGURES!
YOU KNEW MY THOUGHTS WELL ENOUGH TO OBEY MY MENTAL COMMANDS A WHILE BACK!
NO REASON THAT SHOULD STOP NOW!
SO YOU WON'T LET ME WALK, HUH? THEN LET'S SEE YOU STOP ME FROM HITCHING A RIDE!
I HAD TO ASK!
MY SPIDER-SENSE GOING OFF LIKE CRAZY! BUT WHY NOW?! AFTER I ALMOST FELL TO MY DEATH?

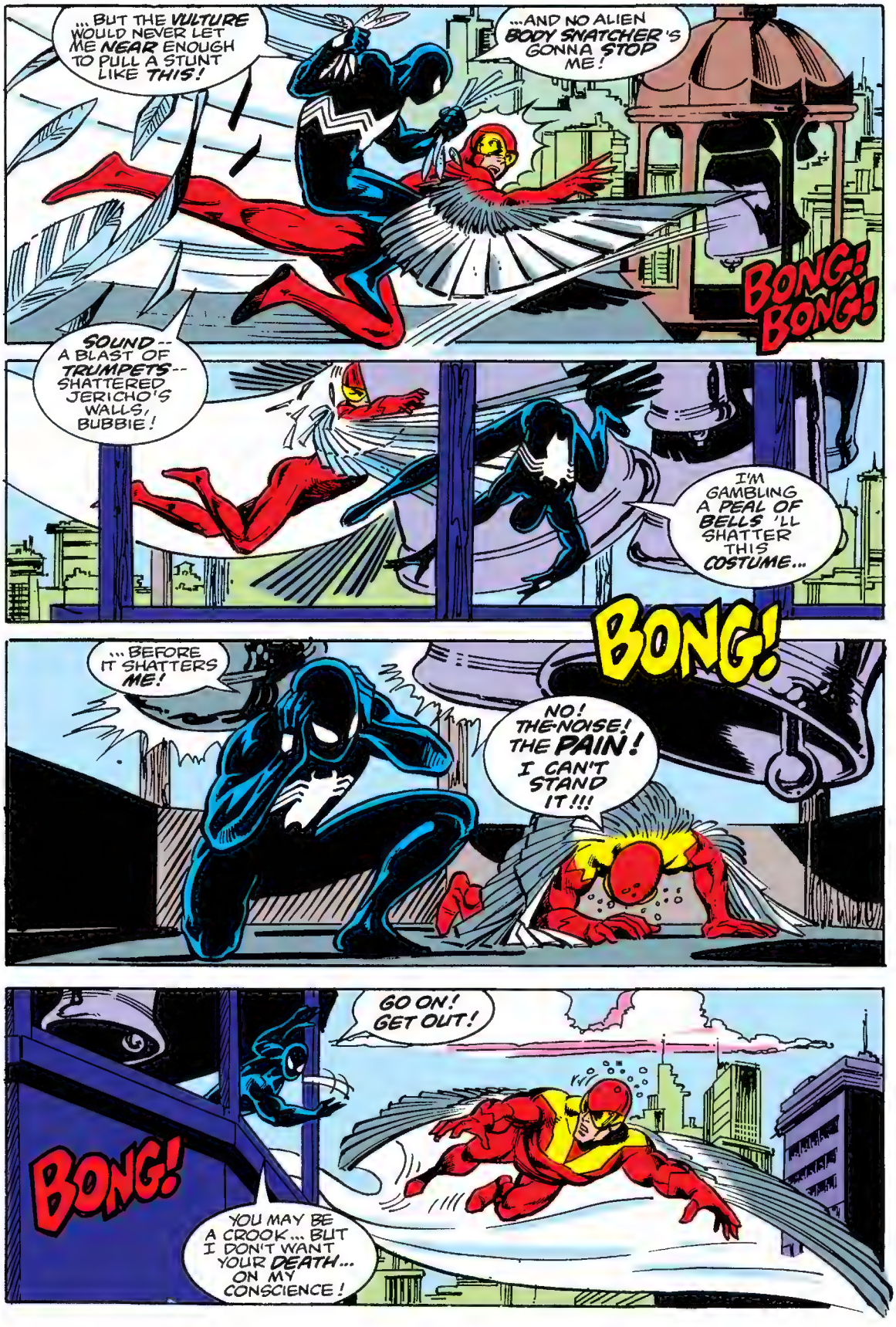
I HEARD YOU WERE HOT STUFF, SPIDER-MAN! BUT YOU'RE ACTIN' LIKE A DUDE ON A BAD TRIP!
BOSS SAID NOT TO TACKLE YOU ALONE, BUT WAITIN' FOR THE OTHER VULTURIONS'D BE A WASTE OF TIME!
THIS'LL TEACH ME NOT TO ASK QUESTIONS I'D JUST AS SOON NOT HAVE ANSWERED!
FRIENDS OF YOURS, ALIEN? HAPPY NOT THAT THEY'RE FLYING ME AWAY FROM THE BAXTER BUILDING?
ALIEN? WHAT ARE YOU, MAN, A PSYCHO? WHAT'RE YOU TALKIN' ABOUT?
THAT'S SOME WEIRD COSTUME YOU GOT THERE! IT'S WHIPPIN' 'ROUND LIKE IT'S ALIVE!
NO KIDDIN'? WHO ARE YOU, ANYWAY? AND WHAT'RE YOU DOING IN THE VULTURE'S COSTUME? ARE YOU WORKING WITH HIM?
YOU NOTICED, DID YOU? WELL, WHAT DO YOU THINK?
I HEARD YOU HERO-TYPES WERE STUCK UP, BUT THAT'S RIDICULOUS!
HONCHO SHOULD'A LET ME BRING THE GUN! BUT THE SHAPE YOU'RE IN, WHO NEEDS IT!
I'LL JUST FIND ME A TALL BUILDING TO SPLAT YOU AGAINST!
:SHEESH!: WHY DOES EVERY CROOK IN TOWN HAVE TO BE A STAND UP COMEDIAN?
T-THERE HE IS, HONCHO!
YEP! LOOKS LIKE YOU IGNORED ORDERS, GRIPES!
TOOK ON SPIDER-MAN ALL BY YOUR LONESOME! YOU'RE LUCKY YOU DIDN'T GET YOURSELF SPLATTERED ALL OVER THE PAVEMENT!


M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...
...BUT I AIN'T NEVER THOUGHT O-ONE OF US COULD BEAT S-SPIDER-MAN SINGLE-HANDED!
IT'S NOT JUST US, PIGEON! IT'S HIS COSTUME! LOOK AT IT! IT'S GOT HIM HOG-TIED!
YEAH, HONCHO, I NOTICED THAT!
LONG AS HE'S IN A STRAIT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND DROP HIM?
A FALL LIKE THAT WOULD KILL EVEN THE GREAT SPIDER-CREEP!
HEY! HELPPP!
DON'T LIKE THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR PUPPET, RIGHT?
HONCHO! HELP! THE COSTUME! IT'S COMIN' AFTER ME!
WINGS AND A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?
AND HOW LONG HAVE I BEEN OUT?
BONGG! BONGG!
CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?
GOT TO GET LOOSE! NOW!
BONGG! BONGG!
SHOOT, DARN YOU!
RATS! YOU DON'T WANT ME DEAD, BUT YOU WON'T HELP ME GET AWAY, EITHER, WILL YOU, ALIEN?
ALIEN?


GUESS WE'LL HAVE TO DO THIS THE OLD FASHIONED WAY!
CHOK!
BONGG! BONGG!
HONCHO! TROUBLE!
SUGAR FACE! PIGEON! HE'S KNOCKED GRIPES OUT!
NOW HE'S LEAPING--
OBSERVANT LAD! LOOK OUT BELOW!
WHAP!
ugh!
THREE DOWN! ONE TO GO!
TO THE BAXTER BUILDING, JAMES, AND DON'T SPARE THE HORSES!
BONGG! BONGG!
SPLASH!

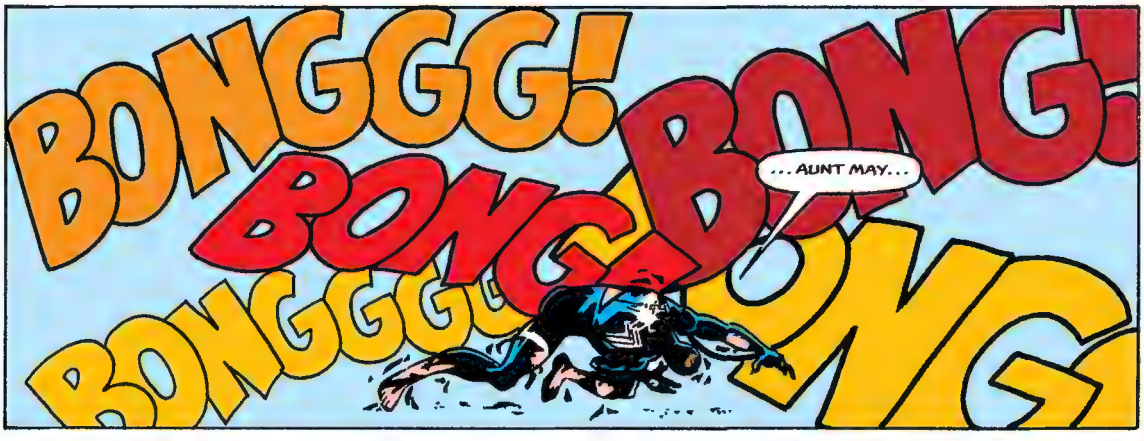

ALL I WANT IS A RIDE TO FF HEADQUARTERS, SO WHY DON'T YOU JUST COOPERATE?
YOU CAN'T SHAKE ME OFF--I'VE GOT STICKING POWER!
SO LET'S GET GOING! REED RICHARDS' SONIC BLASTER'S THE ONLY THING I KNOW THAT'LL--!
NO! I CAN'T COUNT ON REACHING REED IN TIME! GOT TO GET THIS ALIEN OFF MY BACK--NOW!
BUT HOW?

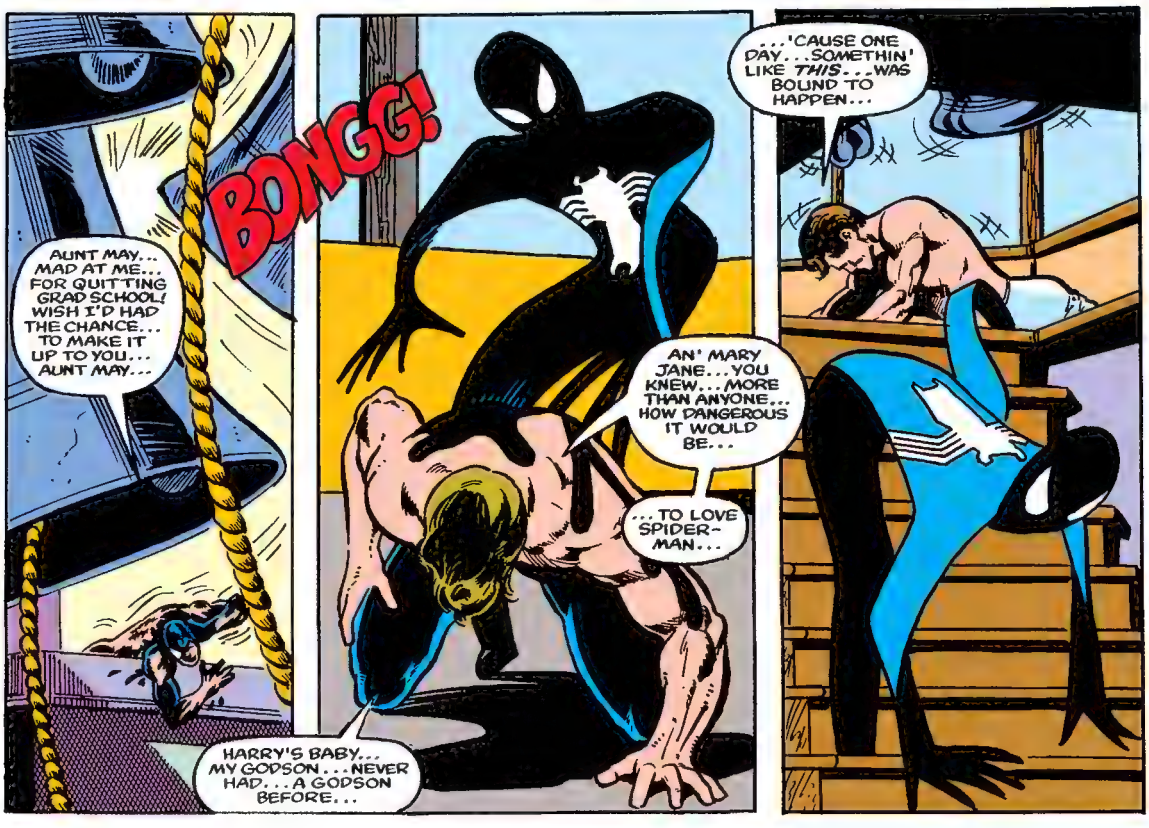
BONGG! BONGG!
EUREKA! HOW CAN I HAVE MISSED IT! SONICS!
HEY! I CAN'T SEE!
NO KIDDING! DOWN, JAMES! HEAD FOR THAT BELL TOWER!
HEY! DON'T TELL ME, ALIEN? YOU DON'T LIKE WHAT I'M THINK-ING, RIGHT?
WELL, I DON'T LIKE WHAT YOU'VE GOT IN STORE FOR ME EITHER!
ALIEN? WHAT'RE YOU TALKING ABOUT? YOU CRAZY?
WHAT'RE YOU DOIN'? YOU'RE PULLIN' OUT MY PINIONS! I WON'T BE ABLE TO STEER!
AWWW! POOR BABY! YOU MAY CALL YOURSELF A VULTURION, PAL...
...AND WEAR A VERSION OF THE VULTURE'S COSTUME...

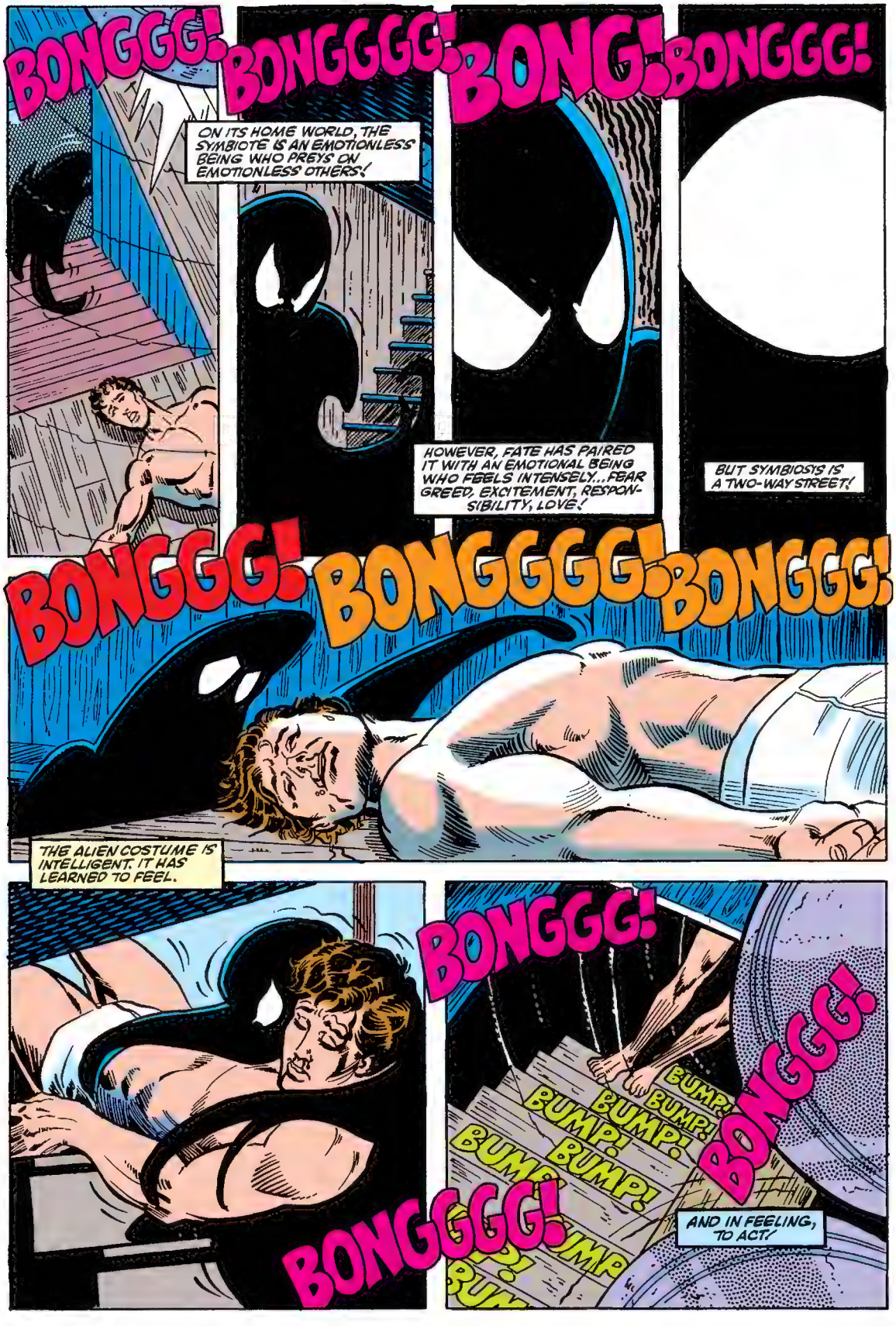

...BUT THE VULTURE WOULD NEVER LET ME NEAR ENOUGH TO PULL A STUNT LIKE THIS!
...AND NO ALIEN BODY SNATCHER'S GONNA STOP ME!
BONG! BONG!
SOUND-- A BLAST OF TRUMPETS-- SHATTERED JERICHO'S WALLS, BUBBIE!
I'M GAMBLING A PEAL OF BELLS 'LL SHATTER THIS COSTUME...
BONG!
...BEFORE IT SHATTERS ME!
NO! THE NOISE! THE PAIN! I CAN'T STAND IT!!!
GO ON! GET OUT!
BONG!
YOU MAY BE A CROOK... BUT I DON'T WANT YOUR DEATH... ON MY CONSCIENCE!

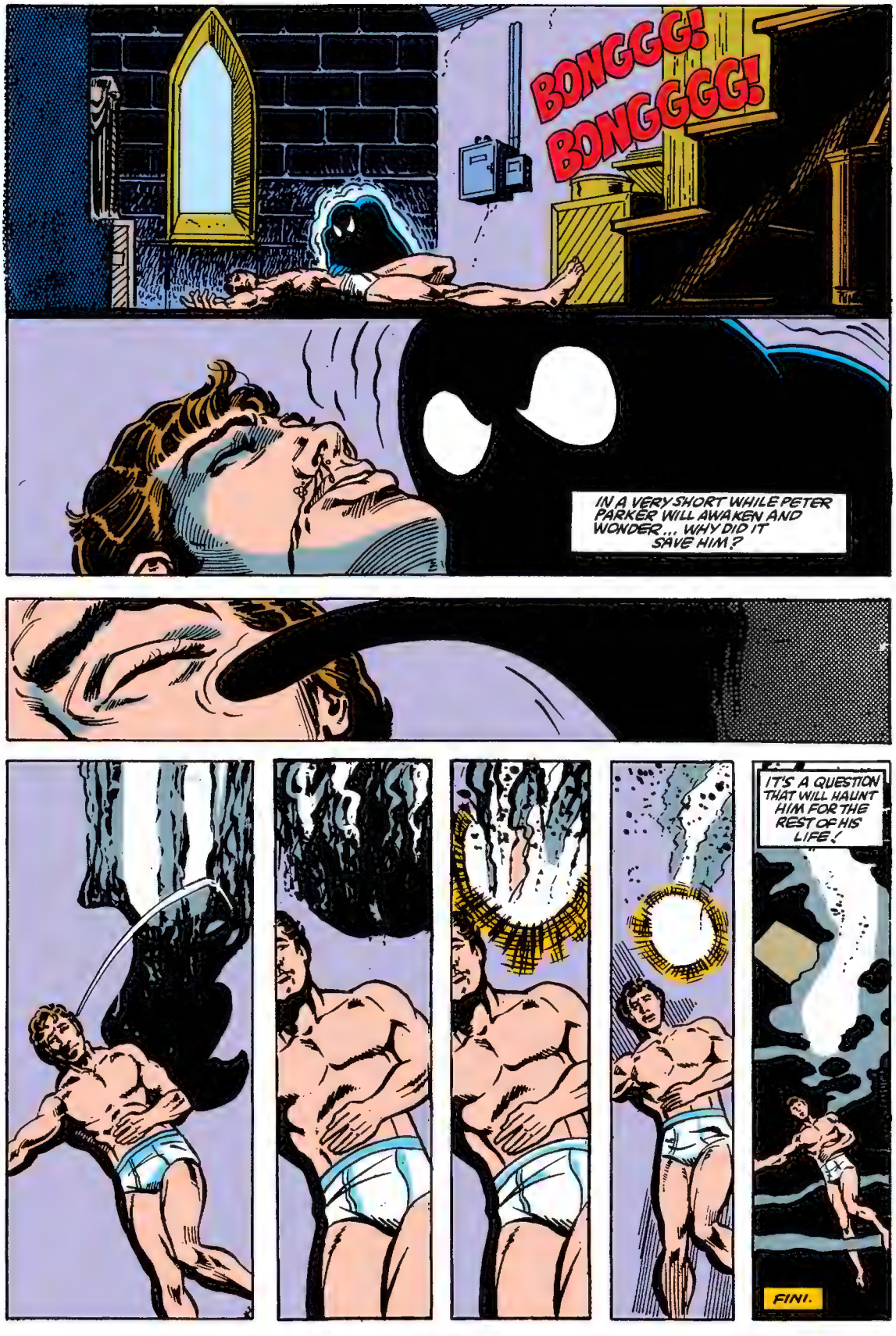
SOUND! THAT'S THE ANSWER, ISN'T IT?
THESE BELLS MAY TURN MY BRAINS TO JELL-O, BUT IT SURE AS HECK'S GONNA GET YOU, PAL!
BONGGG!
BONGGGG!
DON'T YOU SEE? I COULDN'T STAND BEING A PUPPET! I'D RATHER DIE!
AND WHAT GOOD WOULD I BE TO YOU THEN?!
BONGGG!
BONGG!
MIGHT... AS WELL JUST LEAVE... GO BEFORE...
...I LOSE MY SENSE OF HUMOR ABOUT THIS...

BONGGG!BONG
ONGGG
FUNNY...
...CAN'T HELP THINKING ABOUT...


BONGGG!
BONG
BONGGGG
BONG!
...AUNT MAY...


AUNT MAY... MAD AT ME... FOR QUITTING GRAD SCHOOL! WISH I'D HAD THE CHANCE... TO MAKE IT UP TO YOU... AUNT MAY...
BONGG!
HARRY'S BABY... MY GODSON... NEVER HAD... A GODSON BEFORE...
AN' MARY JANE... YOU KNEW... MORE THAN ANYONE... HOW DANGEROUS IT WOULD BE...
...TO LOVE SPIDER-MAN...
...'CAUSE ONE DAY... SOMETHIN' LIKE *THIS*... WAS BOUND TO HAPPEN...

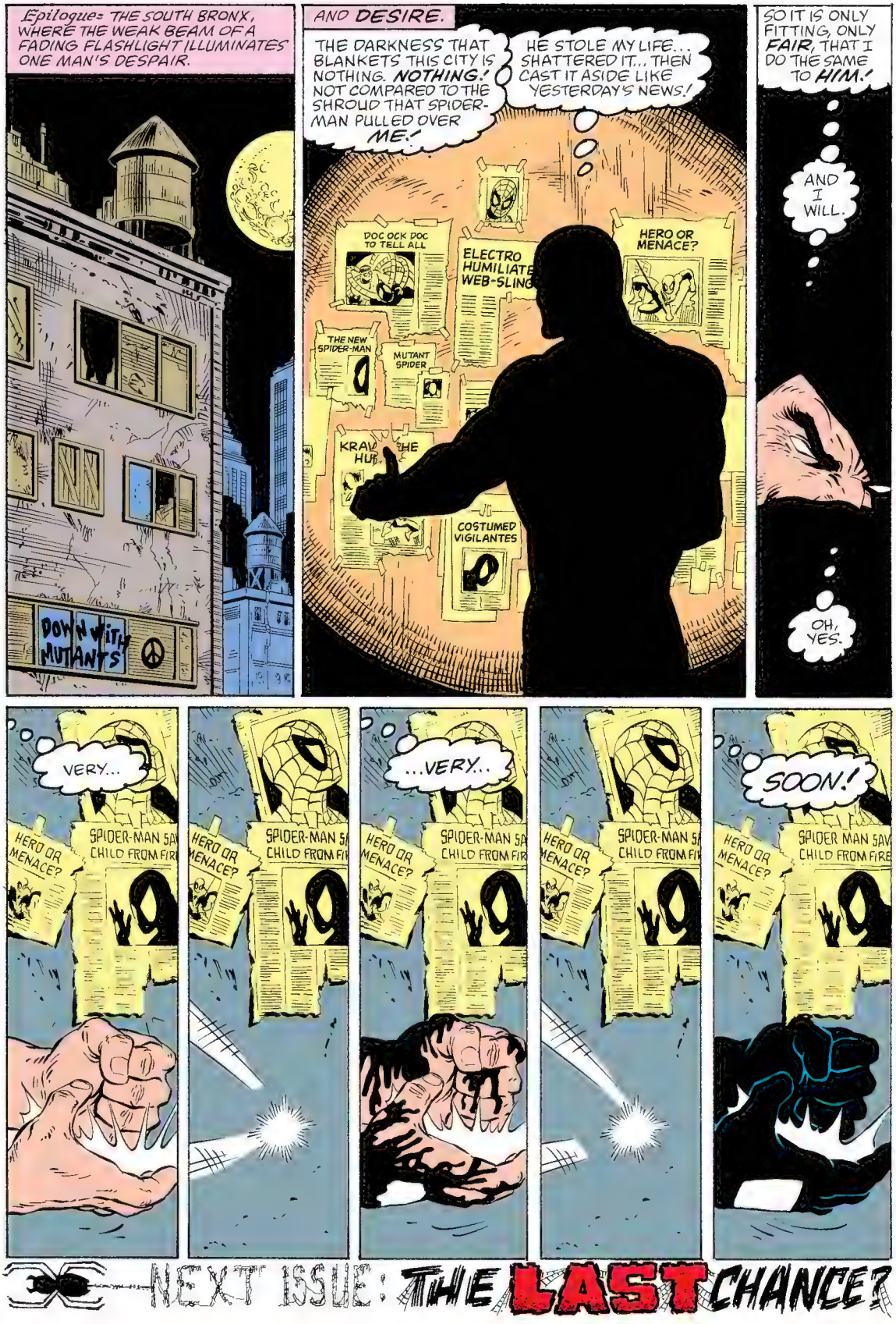

BONGGG!
BONGGGG!
BONG!
BONGGG!
ON ITS HOME WORLD, THE SYMBIOTE IS AN EMOTIONLESS BEING WHO PREYS ON EMOTIONLESS OTHERS!
HOWEVER, FATE HAS PAIRED IT WITH AN EMOTIONAL BEING WHO FEELS INTENSELY...FEAR GREED, EXCITEMENT, RESPONSIBILITY, LOVE!
BUT SYMBIOSIS IS A TWO-WAY STREET!
BONGGG!
BONGGGG!
BONGGG!
THE ALIEN COSTUME IS INTELLIGENT. IT HAS LEARNED TO FEEL.
BONGGG!
BUMP!
BUMP!
BUMP!
BUMP!
BUMP!
BONGGG!
BONGGGG!
AND IN FEELING, TO ACT!


BONGGG!
BONGGGG!
IN A VERY SHORT WHILE PETER PARKER WILL AWAKEN AND WONDER... WHY DID IT SAVE HIM?
IT'S A QUESTION THAT WILL HAUNT HIM FOR THE REST OF HIS LIFE!
FINI.

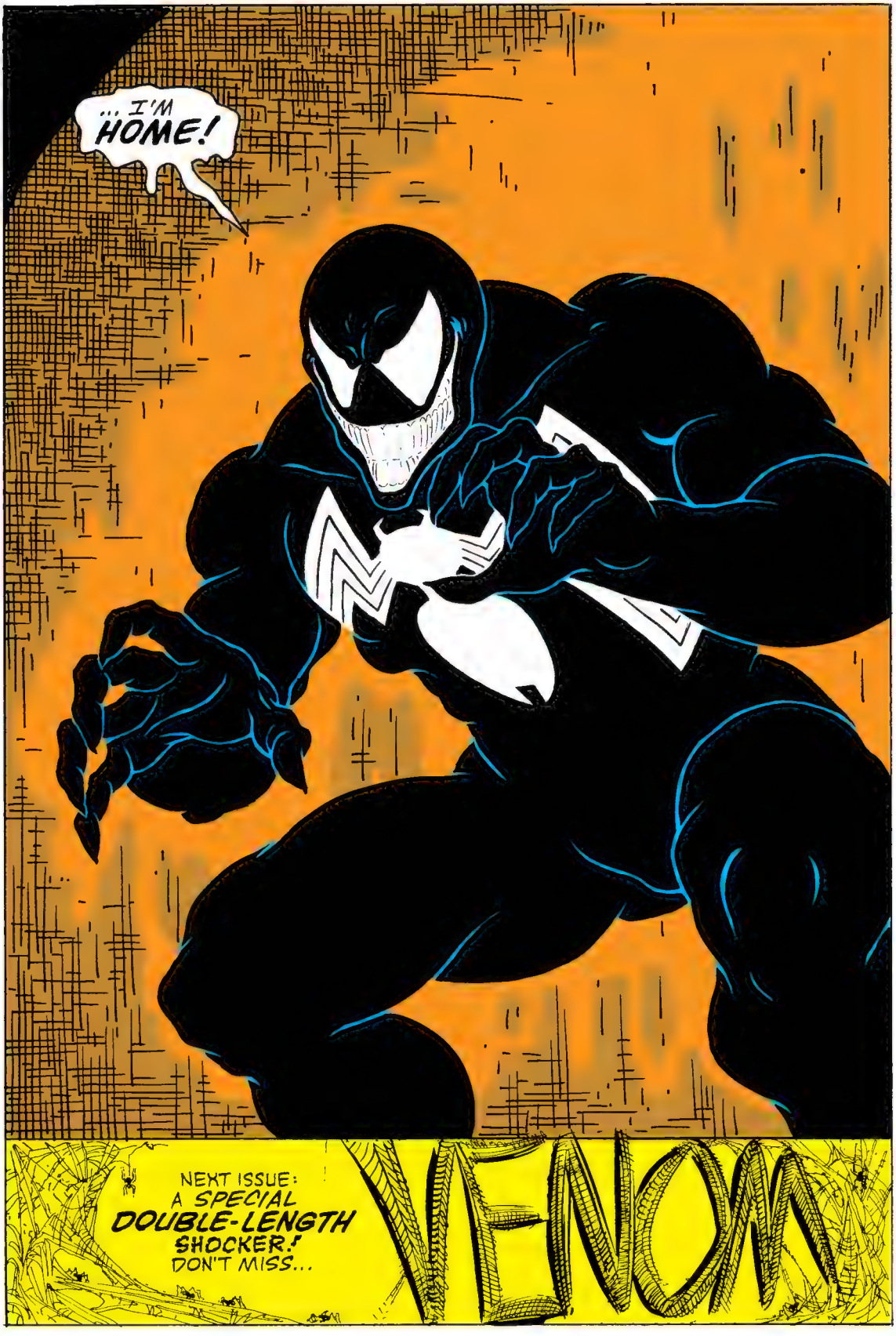
Though the symbiote was gone, Spidey continued to wear a fabric version of his black costume after his red-and-blue costume was shredded battling Magma in Appalachia. After longtime ally Captain Jean DeWolff was murdered by the deranged Sin Eater, the Beyonder returned seeking Peter's aid in being human. While Dr. Strange lifted the Black Cat's bad luck aura clinging to Spider-Man, life remained no less challenging as a city-wide gang war erupted in the absence of the Kingpin. After Flash Thompson was framed for being the Hobgoblin, Daily Bugle reporter Ned Leeds was murdered and revealed to be the real Hobgoblin. In the midst of this chaos, Peter proposed to Mary Jane for the second time. This time, she accepted, and the two soon wed. Before long, the honeymoon was over as Peter was buried alive by his old enemy, Kraven the Hunter — a final triumphant hunt before Kraven took his own life. Meanwhile, someone stalking Peter Parker was able to evade his spider-sense and push him into the path of an oncoming train.

AND SOON...
MY EXPENSES TO APPALACHIA WERE PAID FOR, BUT I DIDN'T MAKE ANY FREELANCE MONEY.
I'M BROKE AS EVER! I--
HMM. LOOKS LIKE AN EXPRESS TRAIN'S BEEN RE-ROUTED TO THE LOCAL TRACK I'D BETTER STEP BACK UNTIL--
--HNH?!
THAT BOY--!
HE'LL BE RUN OVER--!
RUN
BLEBLUMBLEBLUMBL
I'VE NEVER SEEN ANYONE MOVE SO FAST!
BUT HE'S TREM-BLING! SO PALE!
YOU'D BE FREAKED TOO FELLA IF YOU'D ALMOST BEEN KILLED.
I... I-I'M NOT SHAKING BECAUSE I WAS ALMOST KILLED!
I'M SHAKING. B-BECAUSE I WAS ALMOST KILLED--
--AND MY SPIDER-SENSE DIDN'T WARN ME!!
TO BE CONTINUED

Venom pushes Spidey onto the train tracks — art by Marc Silvestri


Epilogue: THE SOUTH BRONX, WHERE THE WEAK BEAM OF A FADING FLASHLIGHT ILLUMINATES ONE MAN'S DESPAIR.
DOWN WITH MUTANTS
AND DESIRE.
THE DARKNESS THAT BLANKETS THIS CITY IS NOTHING. NOTHING! NOT COMPARED TO THE SHROUD THAT SPIDER-MAN PULLED OVER ME!
HE STOLE MY LIFE... SHATTERED IT... THEN CAST IT ASIDE LIKE YESTERDAY'S NEWS!
DOC OCK DOC TO TELL ALL
ELECTRO HUMILIATE WEB-SLING
HERO OR MENACE?
THE NEW SPIDER-MAN
MUTANT SPIDER
COSTUMED VIGILANTES
SO IT IS ONLY FITTING, ONLY FAIR, THAT I DO THE SAME TO HIM!
AND I WILL.
OH, YES.
VERY...
...VERY...
SOON!
HERO OR MENACE?
SPIDER-MAN SAV CHILD FROM FIRE
NEXT ISSUE: THE LAST CHANCE?

BUT AT THAT MOMENT, ON CHELSEA STREET...
DARN! SHOPPING USUALLY MAKES ME FEEL BETTER--
CHELSEA
--BUT I'M STILL ANGRY AT PETER! HE'S OUT LATE, PROBABLY OFF BEING SPIDER-MAN, AND HE DIDN'T EVEN LEAVE A MESSAGE ON OUR ANSWERING MACHINE!
I MEAN, I DON'T EXPECT A MOMENT-BY-MOMENT ACCOUNT OF HIS WHEREABOUTS--
--BUT A LITTLE CONSIDERATION WOULD BE--
KLIK
--OH!
PETER!
WHAT WERE YOU DOING SITTING IN THE DARK? NEVER MIND, I'VE GOT A FEW NITS TO PICK WITH--
--PETER? YOUR BREATHING SOUNDS FUNNY. ARE YOU ALL--
HI, HONEY...
OH, GOD.


...I'M HOME!
NEXT ISSUE: A SPECIAL DOUBLE-LENGTH SHOCKER! DON'T MISS...
VENOM

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the AMAZING SPIDER-MAN®
MCFARLANE

Stan Lee PROUDLY PRESENTS A COMIC BOOK MILESTONE: THE FABULOUS 300TH ISSUE OF...

THE AMAZING SPIDER-MAN®

VENOM
HER NAME IS MARY JANE WATSON-PARKER.
BUT SHE DOESN'T KNOW THAT.
AT THIS MOMENT, SHE KNOWS ALMOST NOTHING.
FOR HER MIND HAS BEEN HARSHLY NUMBED, ALL THOUGHT CRUELLY DROWNED IN AN ONRUSHING TIDE OF PRIMAL FEAR.
AN EMOTION THAT MAY NEVER FULLY FADE...
DON'T COME NEAR ME! P-PLEASE! D-DON'T TOUCH ME!!

DAVID MICHELINIE	TODD McFARLANE	RICK PARKER	BOB SHAREN	JIM SALICRUP	TOM DeFALCO
WRITER	ART	LETTERS	COLOR	EDITOR	EDITOR IN CHIEF

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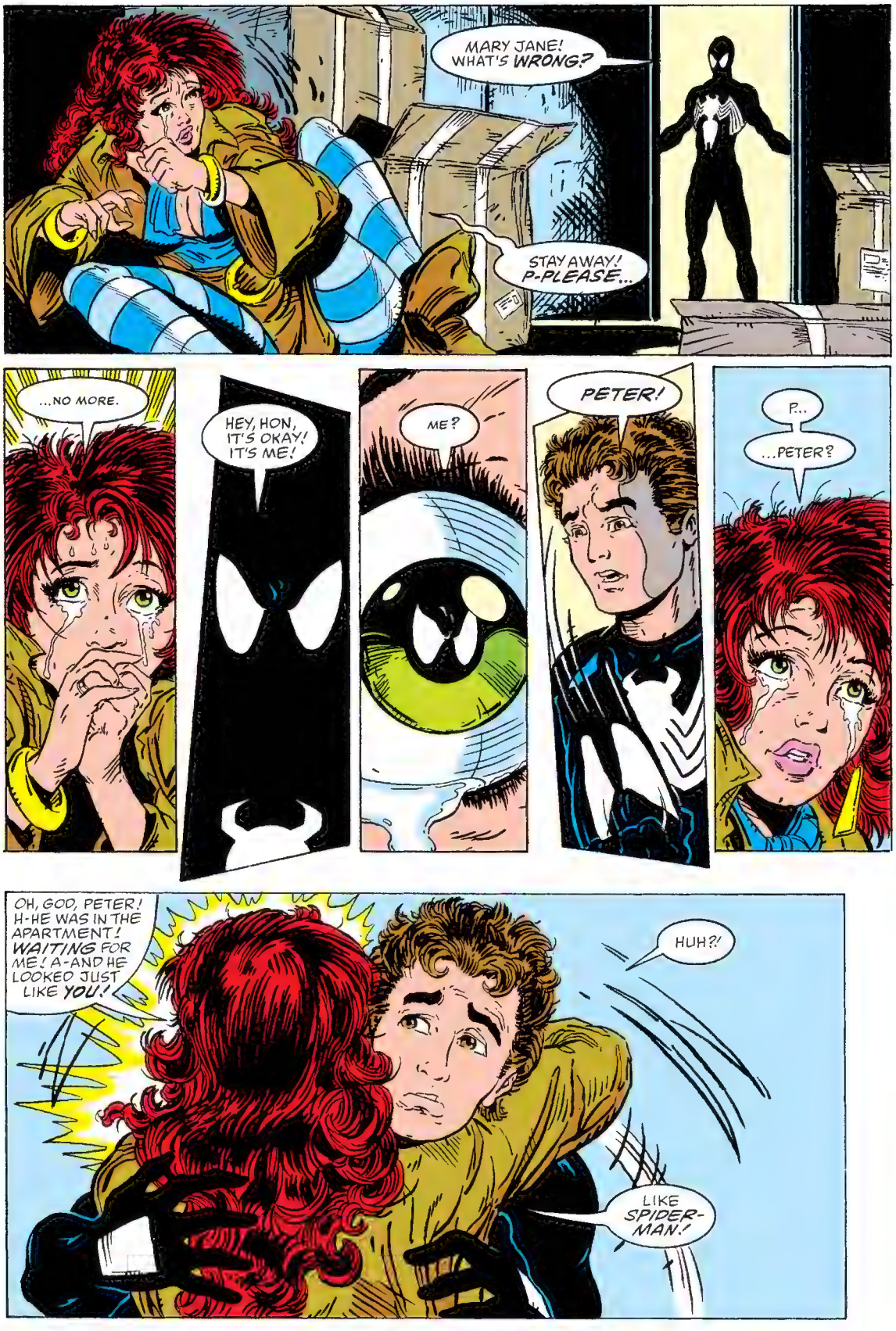
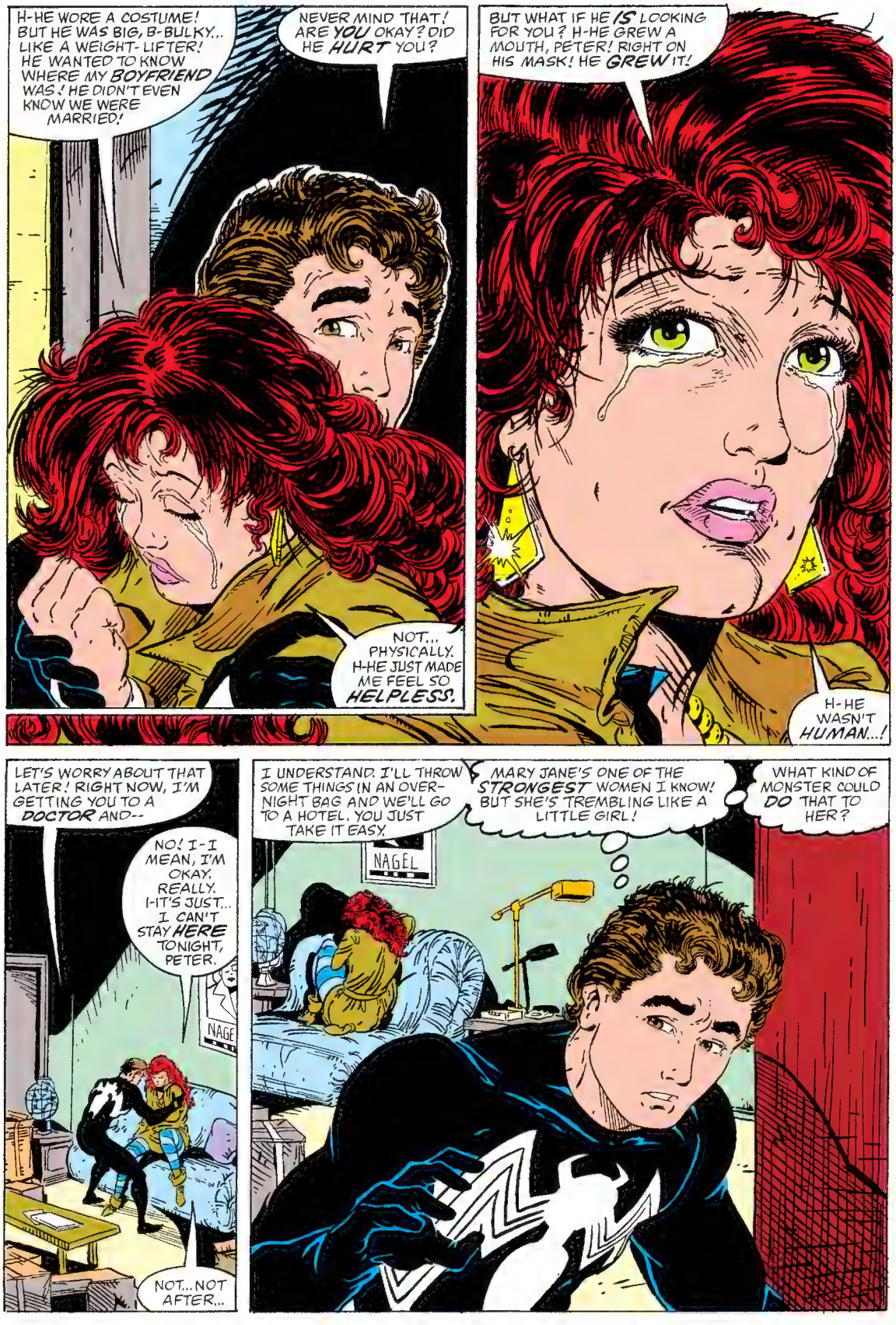
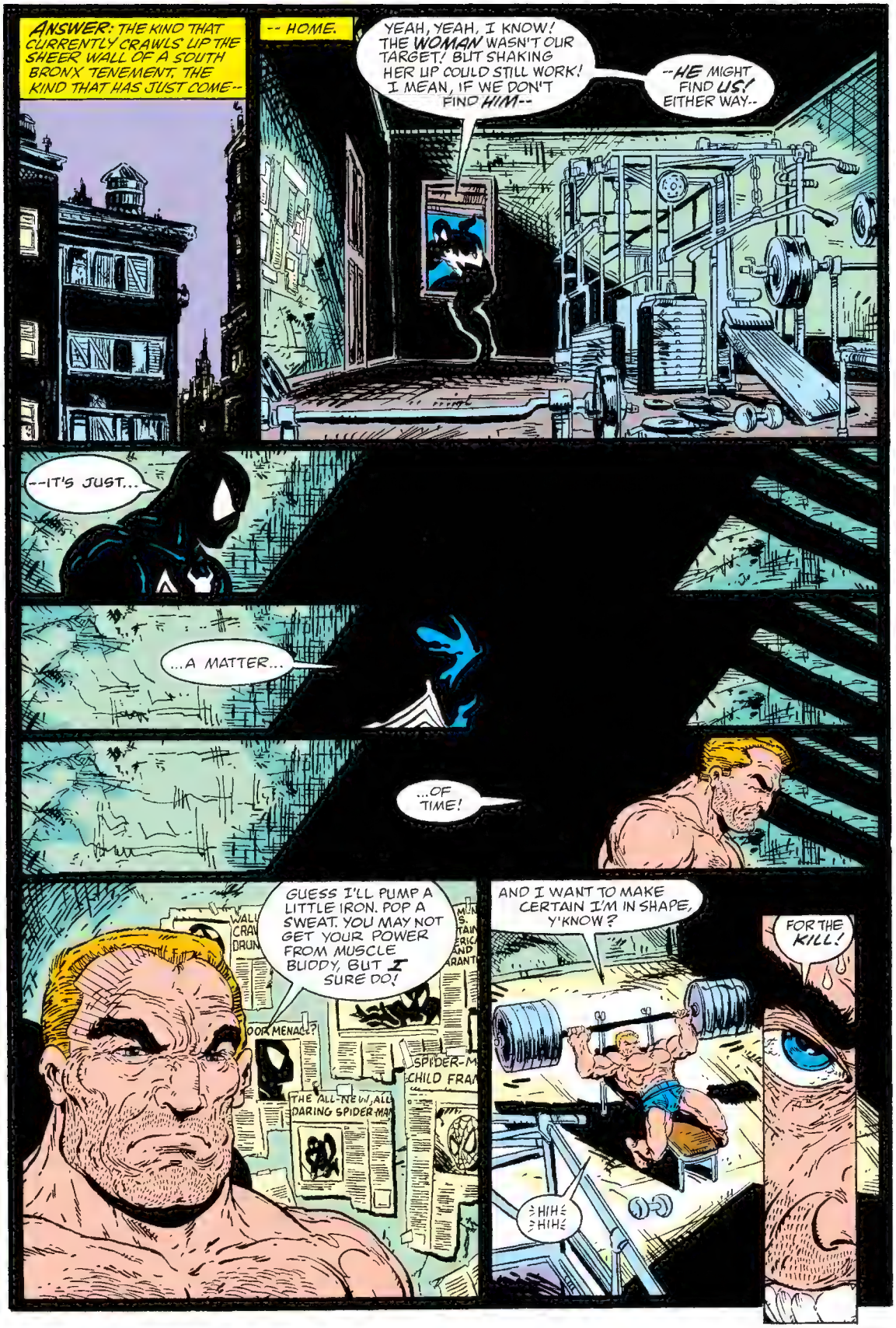
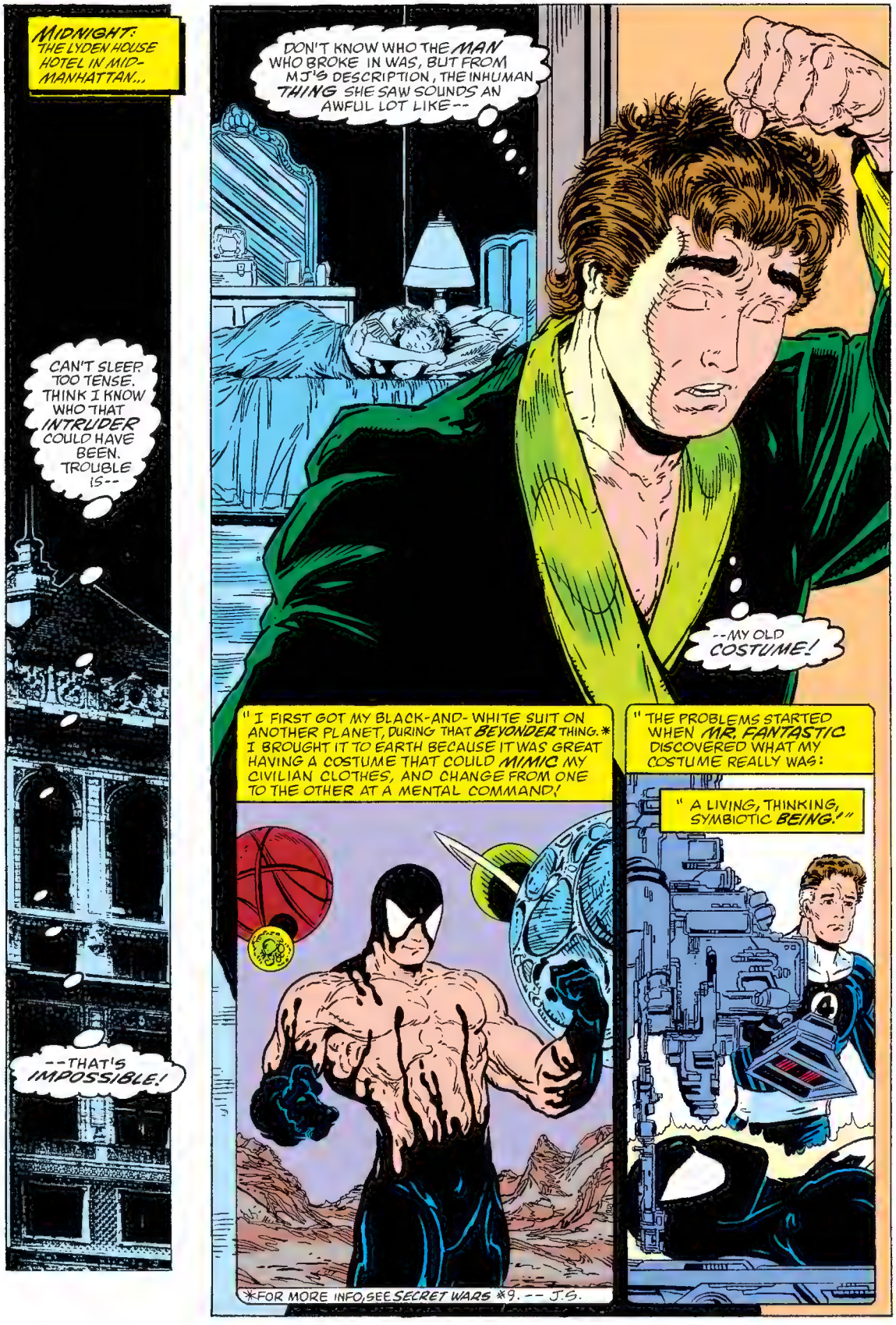
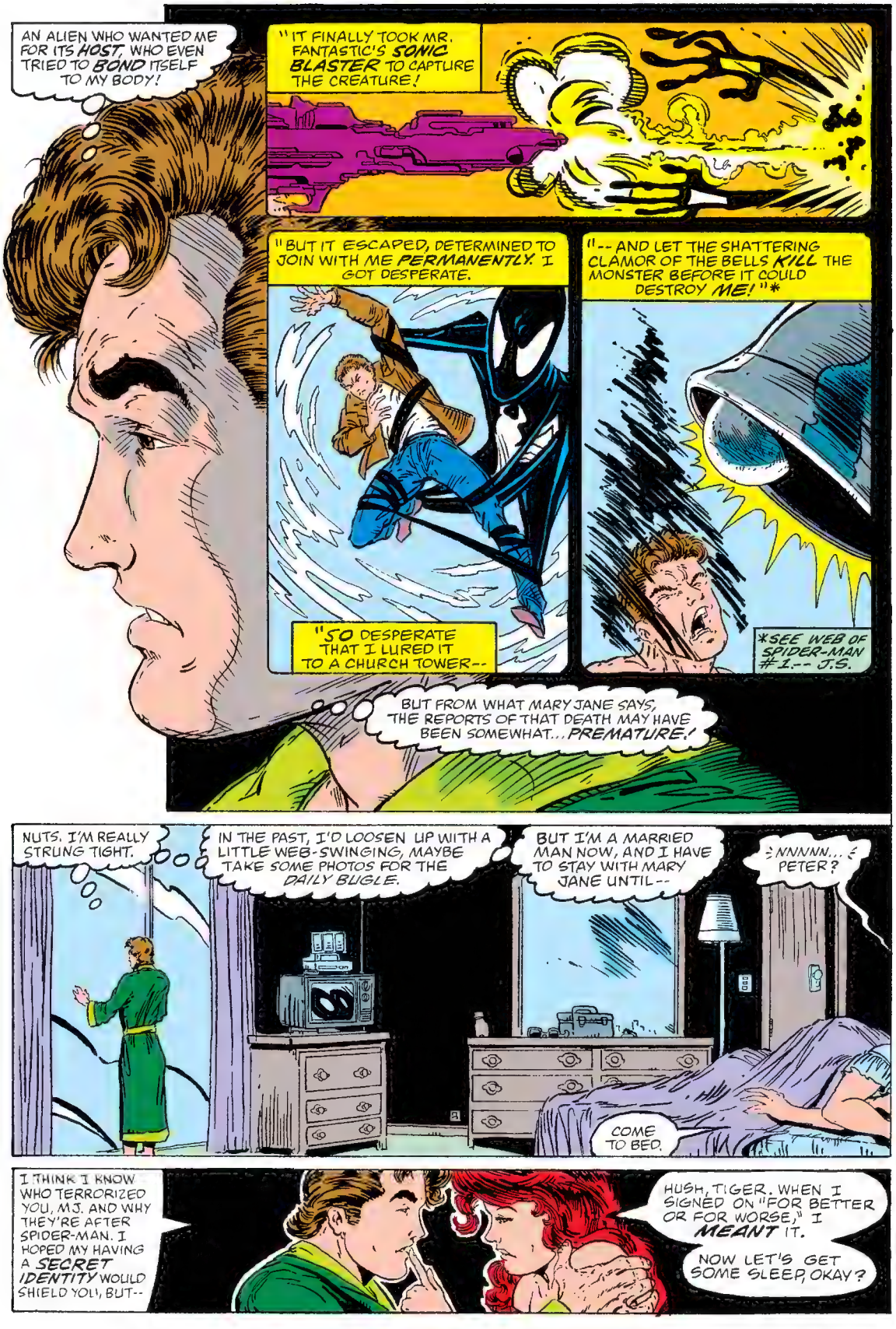
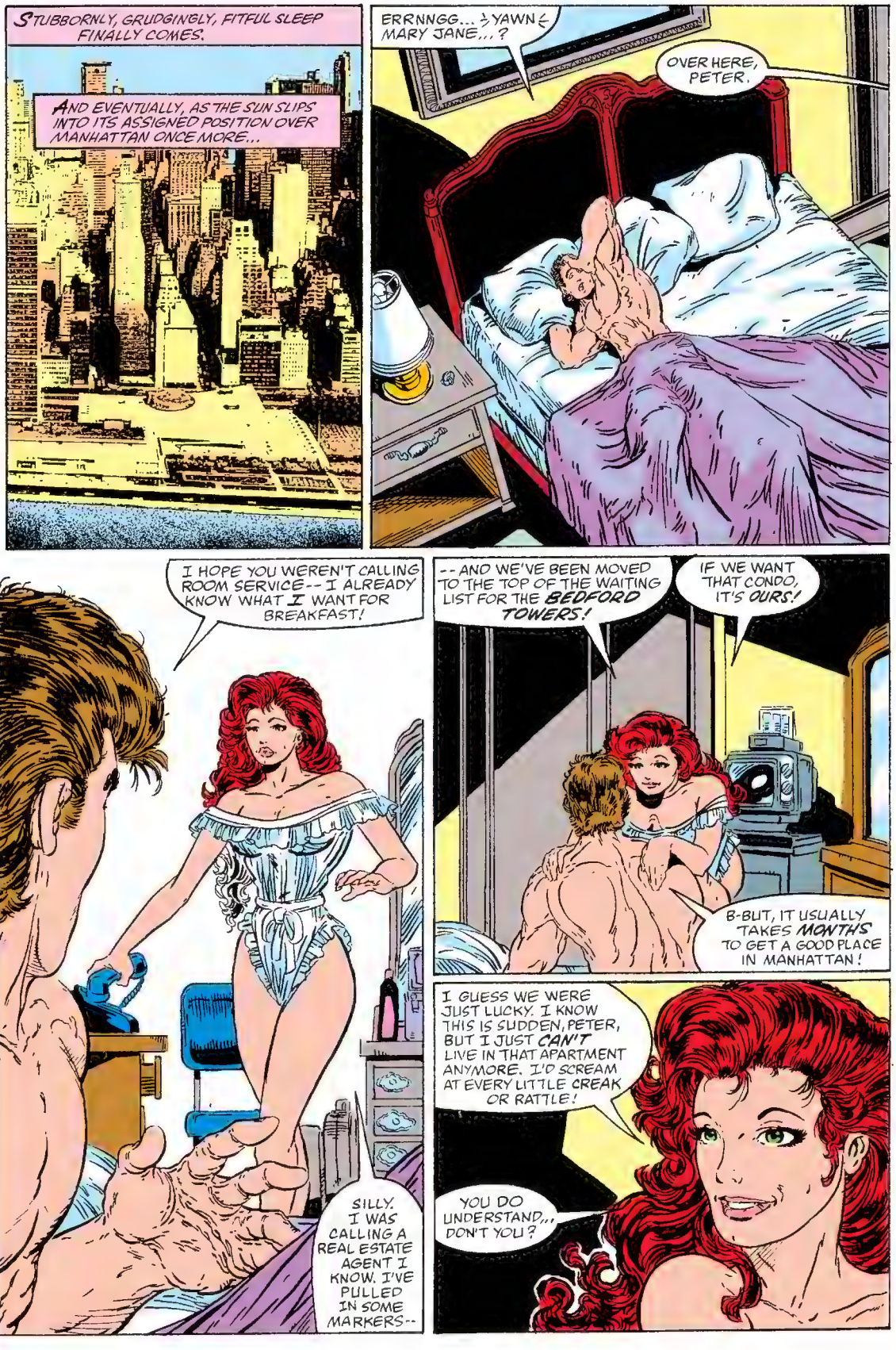

MARY JANE! WHAT'S WRONG?
STAY AWAY! P-PLEASE...
...NO MORE.
HEY, HON, IT'S OKAY! IT'S ME!
ME?
PETER!
P...
...PETER?
OH, GOD, PETER! H-HE WAS IN THE APARTMENT! WAITING FOR ME! A-AND HE LOOKED JUST LIKE YOU!
HUH?!
LIKE SPIDER-MAN!

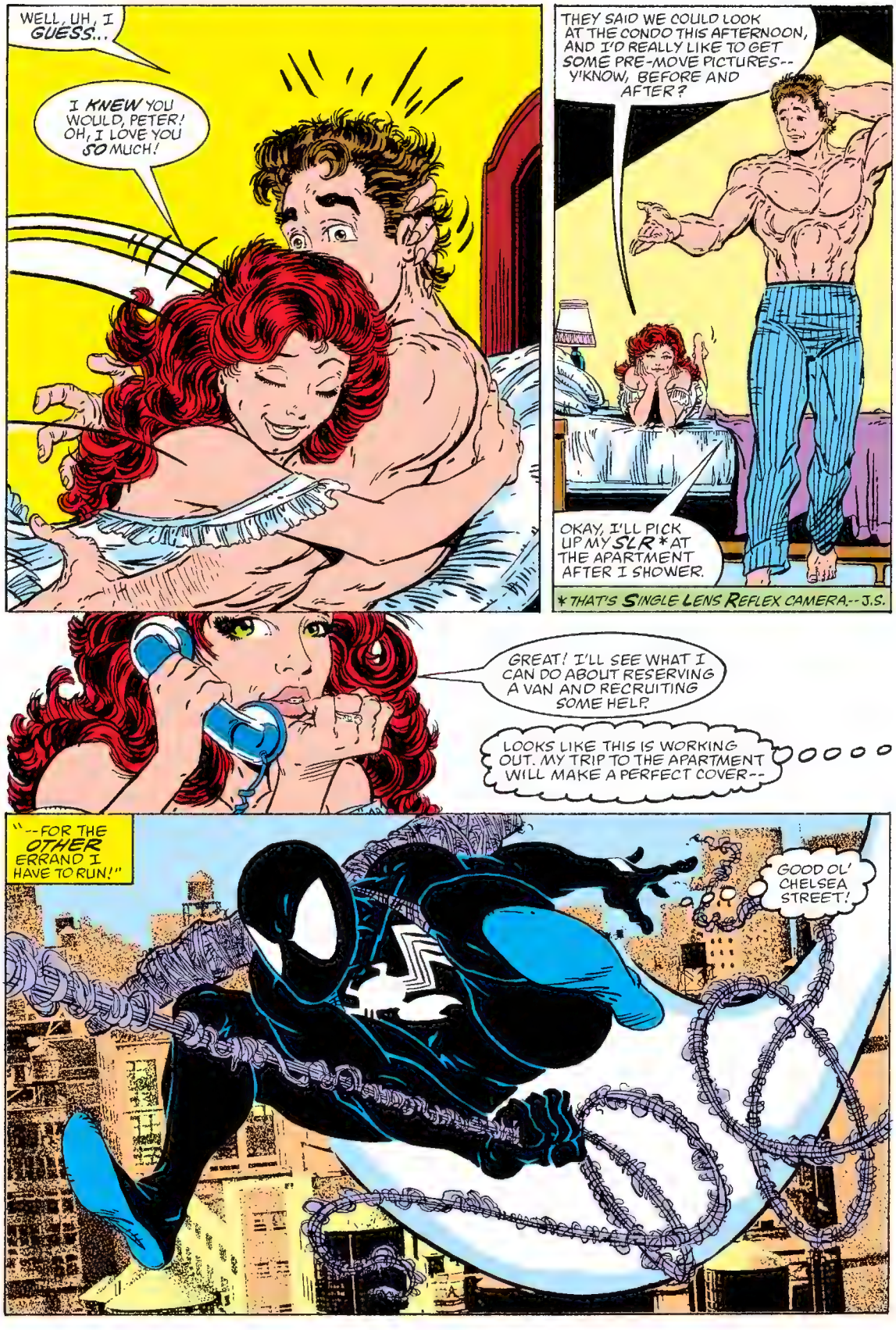

H-HE WORE A COSTUME! BUT HE WAS BIG, B-BULKY... LIKE A WEIGHT-LIFTER! HE WANTED TO KNOW WHERE MY BOYFRIEND WAS! HE DIDN'T EVEN KNOW WE WERE MARRIED!
NEVER MIND THAT! ARE YOU OKAY? DID HE HURT YOU?
NOT... PHYSICALLY. H-HE JUST MADE ME FEEL SO HELPLESS.
BUT WHAT IF HE IS LOOKING FOR YOU? H-HE GREW A MOUTH, PETER! RIGHT ON HIS MASK! HE GREW IT!
H-HE WASN'T HUMAN...!
LET'S WORRY ABOUT THAT LATER! RIGHT NOW, I'M GETTING YOU TO A DOCTOR AND--
NO! I-I MEAN, I'M OKAY. REALLY. I-IT'S JUST... I CAN'T STAY HERE TONIGHT, PETER.
NOT...NOT AFTER...
I UNDERSTAND. I'LL THROW SOME THINGS IN AN OVER-NIGHT BAG AND WE'LL GO TO A HOTEL. YOU JUST TAKE IT EASY.
MARY JANE'S ONE OF THE STRONGEST WOMEN I KNOW! BUT SHE'S TREMBLING LIKE A LITTLE GIRL!
WHAT KIND OF MONSTER COULD DO THAT TO HER?
NAGEL

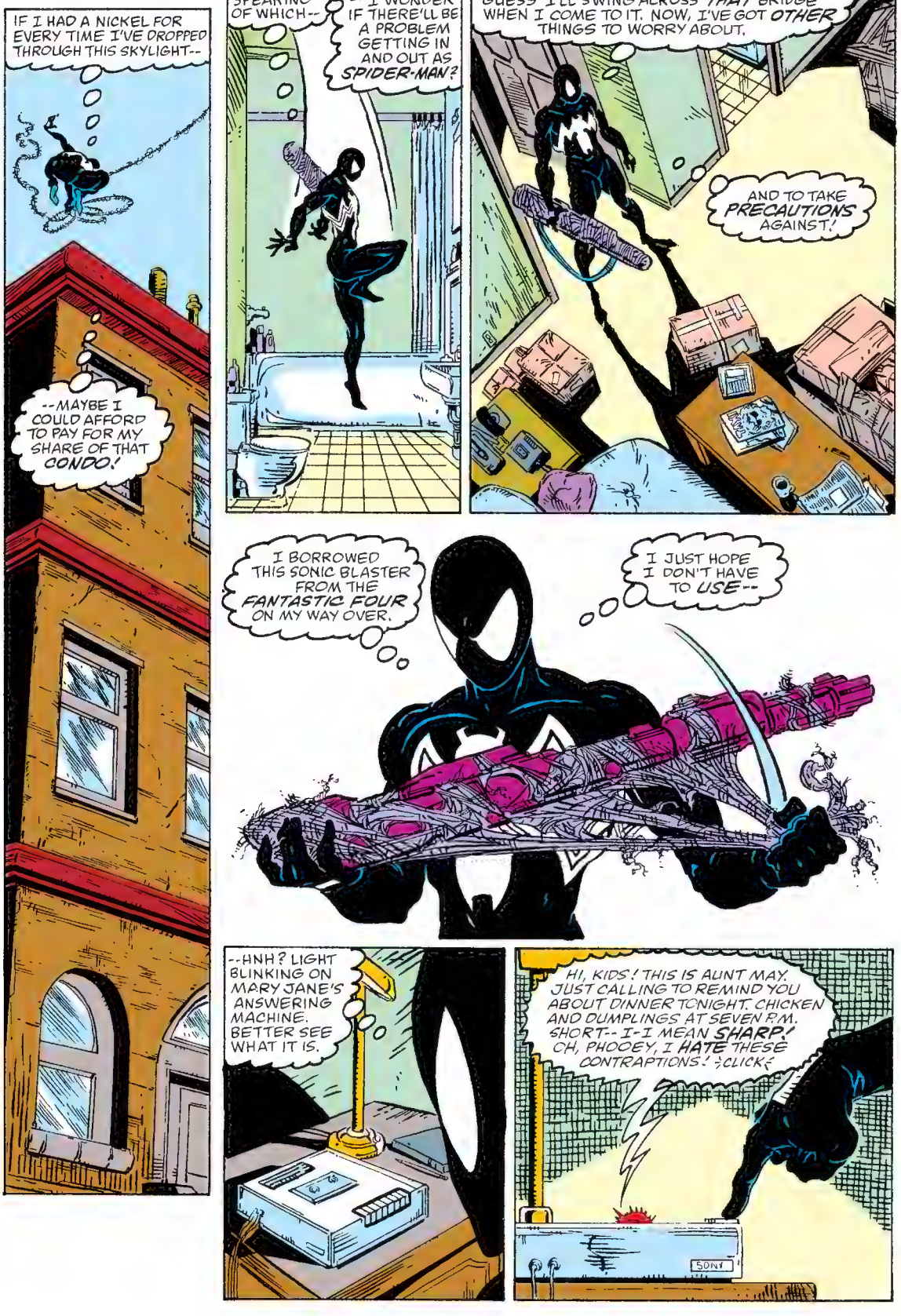

ANSWER: THE KIND THAT CURRENTLY CRAWLS UP THE SHEER WALL OF A SOUTH BRONX TENEMENT. THE KIND THAT HAS JUST COME--
-- HOME.
YEAH, YEAH, I KNOW! THE WOMAN WASN'T OUR TARGET! BUT SHAKING HER UP COULD STILL WORK! I MEAN, IF WE DON'T FIND HIM--
--HE MIGHT FIND US! EITHER WAY--
--IT'S JUST...
...A MATTER...
...OF TIME!
GUESS I'LL PUMP A LITTLE IRON. POP A SWEAT. YOU MAY NOT GET YOUR POWER FROM MUSCLE BUDDY, BUT I SURE DO!
THE ALL-NEW, ALL DARING SPIDER-MAN
AND I WANT TO MAKE CERTAIN I'M IN SHAPE, Y'KNOW?
FOR THE KILL!
HIH HIH

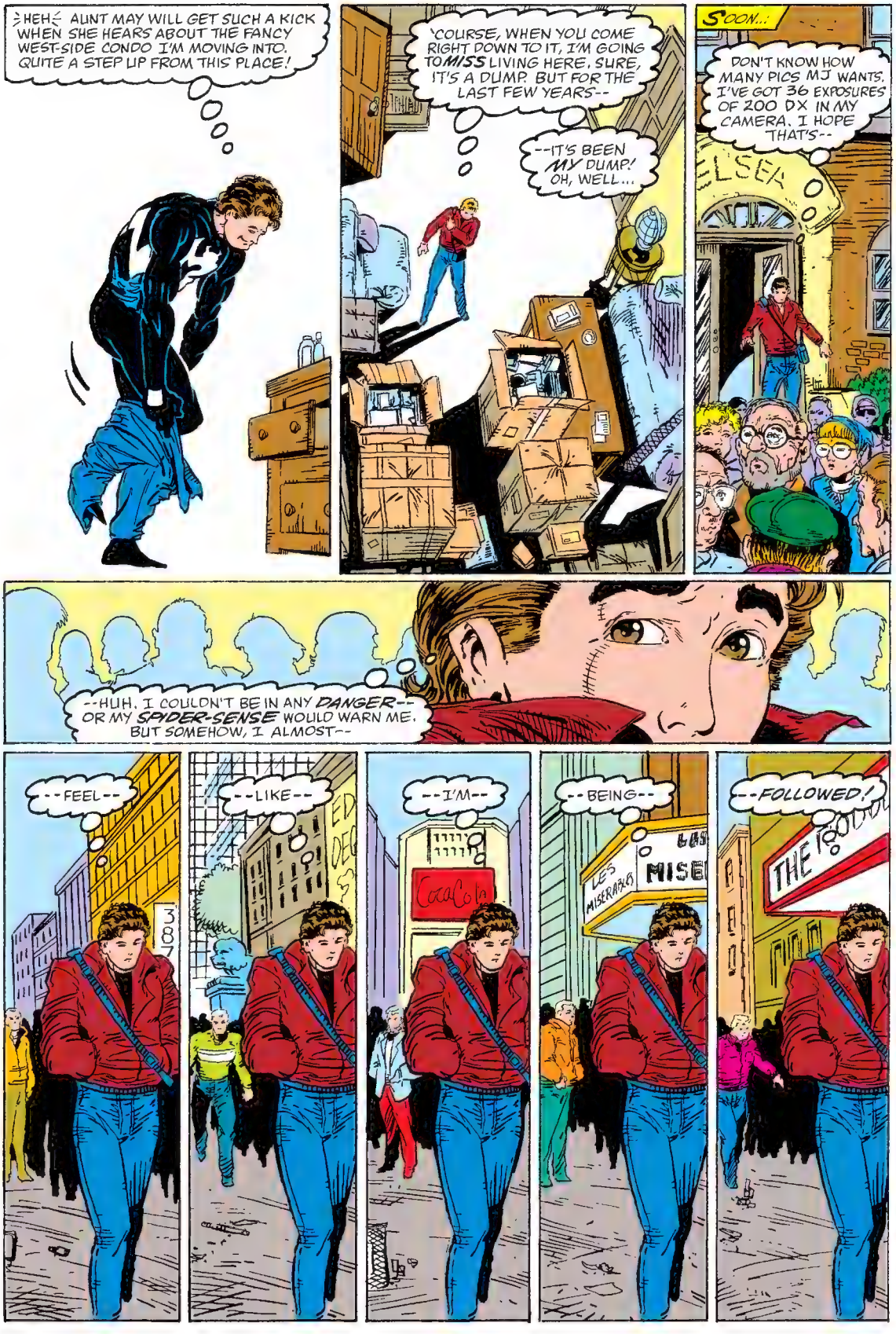

MIDNIGHT: THE LYDEN HOUSE HOTEL IN MID-MANHATTAN...
CAN'T SLEEP. TOO TENSE. THINK I KNOW WHO THAT INTRUDER COULD HAVE BEEN. TROUBLE IS--
--THAT'S IMPOSSIBLE!
DON'T KNOW WHO THE MAN WHO BROKE IN WAS, BUT FROM MJ'S DESCRIPTION, THE INHUMAN THING SHE SAW SOUNDS AN AWFUL LOT LIKE--
--MY OLD COSTUME!
" I FIRST GOT MY BLACK-AND-WHITE SUIT ON ANOTHER PLANET, DURING THAT BEYONDER THING.* I BROUGHT IT TO EARTH BECAUSE IT WAS GREAT HAVING A COSTUME THAT COULD MIMIC MY CIVILIAN CLOTHES, AND CHANGE FROM ONE TO THE OTHER AT A MENTAL COMMAND!
" THE PROBLEMS STARTED WHEN MR. FANTASTIC DISCOVERED WHAT MY COSTUME REALLY WAS:
" A LIVING, THINKING, SYMBIOTIC BEING!"
*FOR MORE INFO, SEE SECRET WARS #9. -- J.S.

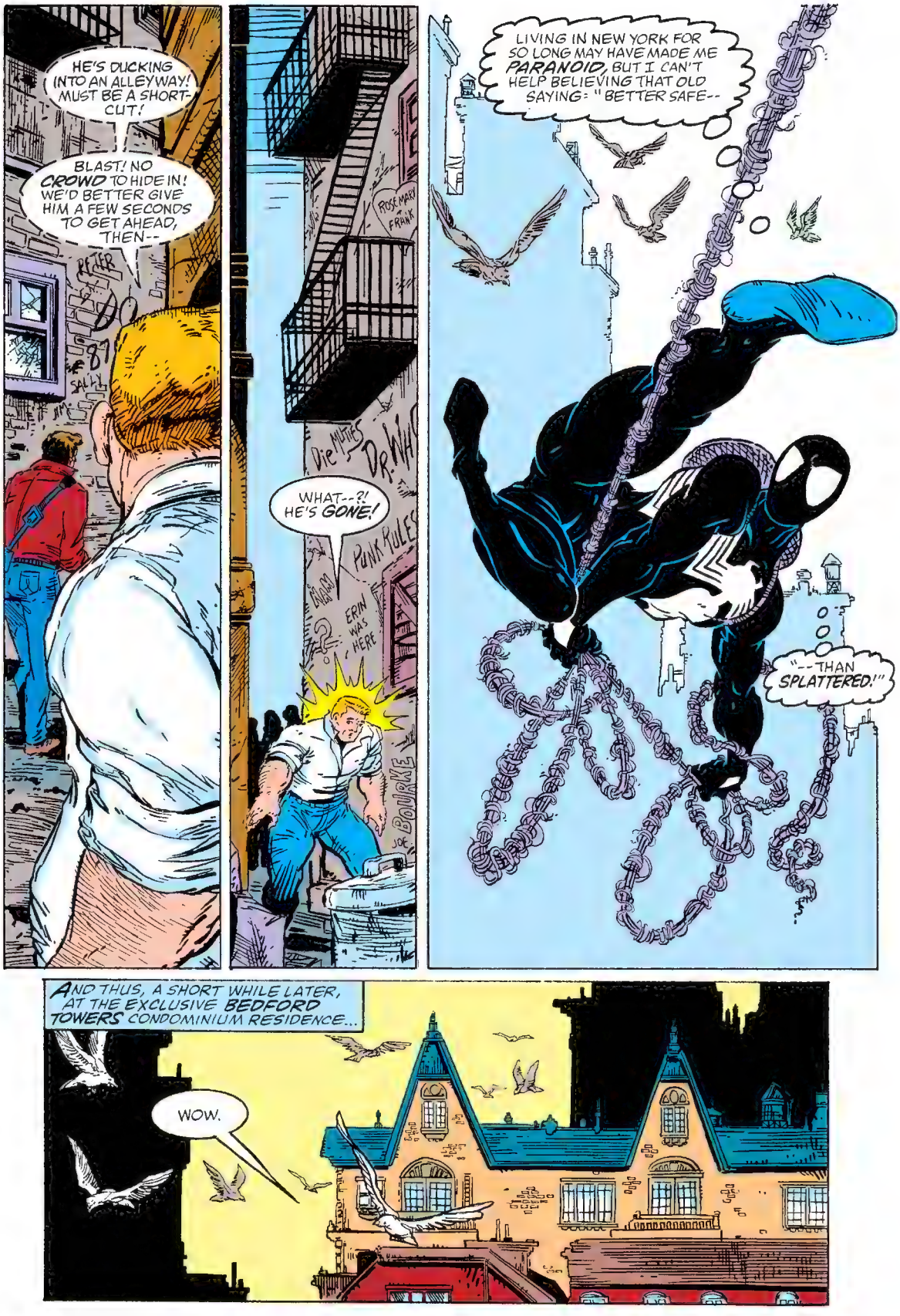

AN ALIEN WHO WANTED ME FOR ITS HOST, WHO EVEN TRIED TO BOND ITSELF TO MY BODY!
"IT FINALLY TOOK MR. FANTASTIC'S SONIC BLASTER TO CAPTURE THE CREATURE!
"BUT IT ESCAPED, DETERMINED TO JOIN WITH ME PERMANENTLY. I GOT DESPERATE.
"SO DESPERATE THAT I LURED IT TO A CHURCH TOWER--
"-- AND LET THE SHATTERING CLAMOR OF THE BELLS KILL THE MONSTER BEFORE IT COULD DESTROY ME!"*
*SEE WEB OF SPIDER-MAN #1.-- J.S.
BUT FROM WHAT MARY JANE SAYS, THE REPORTS OF THAT DEATH MAY HAVE BEEN SOMEWHAT... PREMATURE!
NUTS. I'M REALLY STRUNG TIGHT.
IN THE PAST, I'D LOOSEN UP WITH A LITTLE WEB-SWINGING, MAYBE TAKE SOME PHOTOS FOR THE DAILY BUGLE.
BUT I'M A MARRIED MAN NOW, AND I HAVE TO STAY WITH MARY JANE UNTIL--
NNNNN... PETER?
COME TO BED.
I THINK I KNOW WHO TERRORIZED YOU, MJ. AND WHY THEY'RE AFTER SPIDER-MAN. I HOPED MY HAVING A SECRET IDENTITY WOULD SHIELD YOU, BUT--
HUSH, TIGER. WHEN I SIGNED ON "FOR BETTER OR FOR WORSE," I MEANT IT.
NOW LET'S GET SOME SLEEP, OKAY?

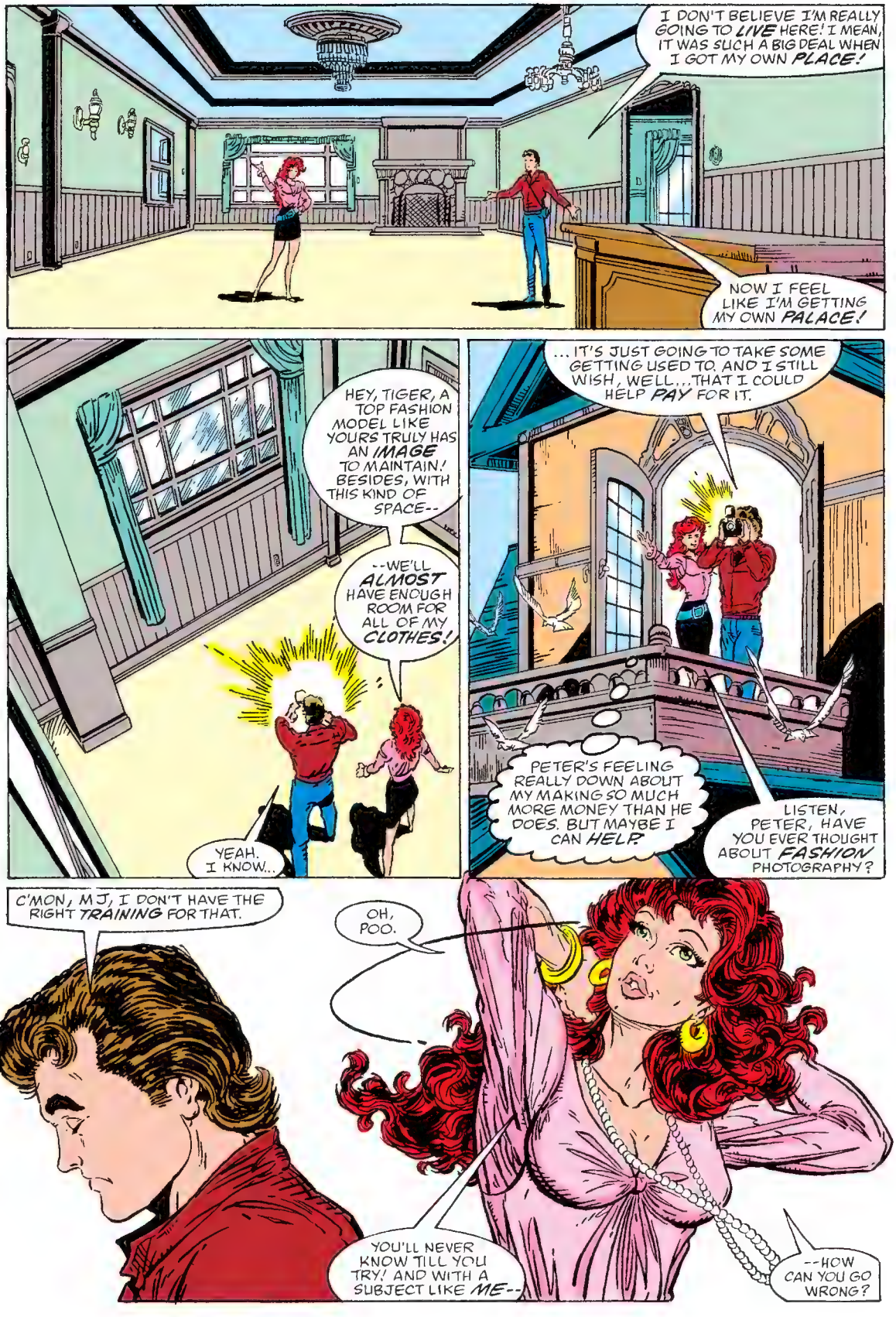

STUBBORNLY, GRUDGINGLY, FITFUL SLEEP FINALLY COMES.
AND EVENTUALLY, AS THE SUN SLIPS INTO ITS ASSIGNED POSITION OVER MANHATTAN ONCE MORE...
ERRNNGG... YAWN MARY JANE...?
OVER HERE, PETER.
I HOPE YOU WEREN'T CALLING ROOM SERVICE -- I ALREADY KNOW WHAT I WANT FOR BREAKFAST!
SILLY. I WAS CALLING A REAL ESTATE AGENT I KNOW. I'VE PULLED IN SOME MARKERS--
-- AND WE'VE BEEN MOVED TO THE TOP OF THE WAITING LIST FOR THE BEDFORD TOWERS!
IF WE WANT THAT CONDO, IT'S OURS!
B-BUT, IT USUALLY TAKES MONTHS TO GET A GOOD PLACE IN MANHATTAN!
I GUESS WE WERE JUST LUCKY. I KNOW THIS IS SUDDEN, PETER, BUT I JUST CAN'T LIVE IN THAT APARTMENT ANYMORE. I'D SCREAM AT EVERY LITTLE CREAK OR RATTLE!
YOU DO UNDERSTAND,, DON'T YOU?

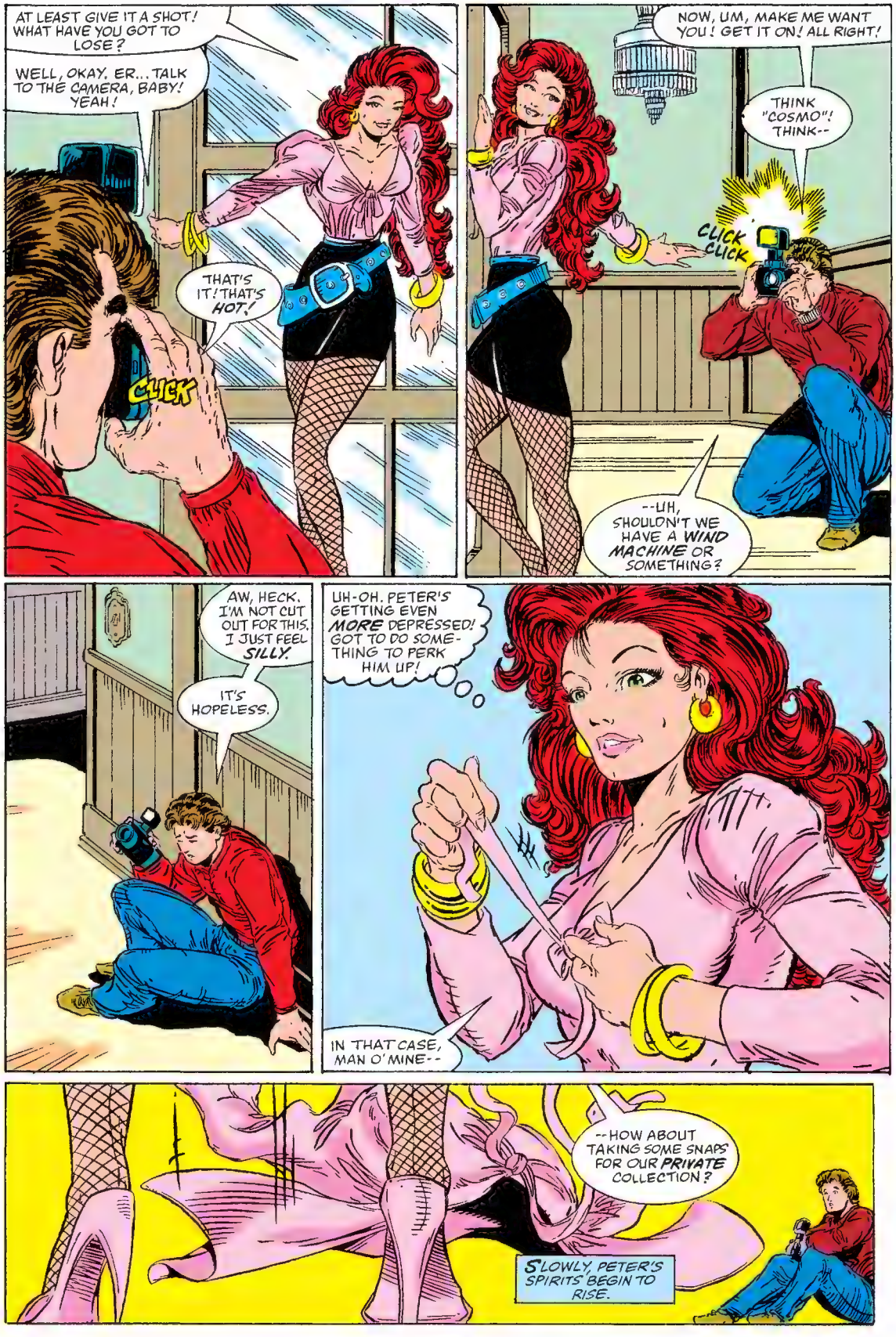

WELL, UH, I GUESS...
I KNEW YOU WOULD, PETER! OH, I LOVE YOU SO MUCH!
THEY SAID WE COULD LOOK AT THE CONDO THIS AFTERNOON, AND I'D REALLY LIKE TO GET SOME PRE-MOVE PICTURES-- Y'KNOW, BEFORE AND AFTER?
OKAY, I'LL PICK UP MY SLR* AT THE APARTMENT AFTER I SHOWER.
*THAT'S SINGLE LENS REFLEX CAMERA.--J.S.
GREAT! I'LL SEE WHAT I CAN DO ABOUT RESERVING A VAN AND RECRUITING SOME HELP.
LOOKS LIKE THIS IS WORKING OUT. MY TRIP TO THE APARTMENT WILL MAKE A PERFECT COVER--
"--FOR THE OTHER ERRAND I HAVE TO RUN!"
GOOD OL' CHELSEA STREET!


IF I HAD A NICKEL FOR EVERY TIME I'VE DROPPED THROUGH THIS SKYLIGHT--
--MAYBE I COULD AFFORD TO PAY FOR MY SHARE OF THAT CONDO!
SPEAKING OF WHICH--
--I WONDER IF THERE'LL BE A PROBLEM GETTING IN AND OUT AS SPIDER-MAN?
GUESS I'LL SWING ACROSS THAT BRIDGE WHEN I COME TO IT. NOW, I'VE GOT OTHER THINGS TO WORRY ABOUT.
AND TO TAKE PRECAUTIONS AGAINST!
I BORROWED THIS SONIC BLASTER FROM THE FANTASTIC FOUR ON MY WAY OVER.
I JUST HOPE I DON'T HAVE TO USE--
--HNH? LIGHT BLINKING ON MARY JANE'S ANSWERING MACHINE. BETTER SEE WHAT IT IS.
HI, KIDS! THIS IS AUNT MAY. JUST CALLING TO REMIND YOU ABOUT DINNER TONIGHT. CHICKEN AND DUMPLINGS AT SEVEN P.M. SHORT-- I-I MEAN SHARP! OH, PHOOEY, I HATE THESE CONTRAPTIONS! -CLICK-
SONY


HEH! AUNT MAY WILL GET SUCH A KICK WHEN SHE HEARS ABOUT THE FANCY WEST-SIDE CONDO I'M MOVING INTO. QUITE A STEP UP FROM THIS PLACE!
'COURSE, WHEN YOU COME RIGHT DOWN TO IT, I'M GOING TO MISS LIVING HERE, SURE, IT'S A DUMP. BUT FOR THE LAST FEW YEARS--
--IT'S BEEN MY DUMP! OH, WELL...
SOON...
DON'T KNOW HOW MANY PICS MJ WANTS. I'VE GOT 36 EXPOSURES OF 200 DX IN MY CAMERA. I HOPE THAT'S--
--HUH. I COULDN'T BE IN ANY DANGER-- OR MY SPYDER-SENSE WOULD WARN ME. BUT SOMEHOW, I ALMOST--
--FEEL--
--LIKE--
--I'M--
--BEING--
--FOLLOWED!
LES MISERABLES
THE

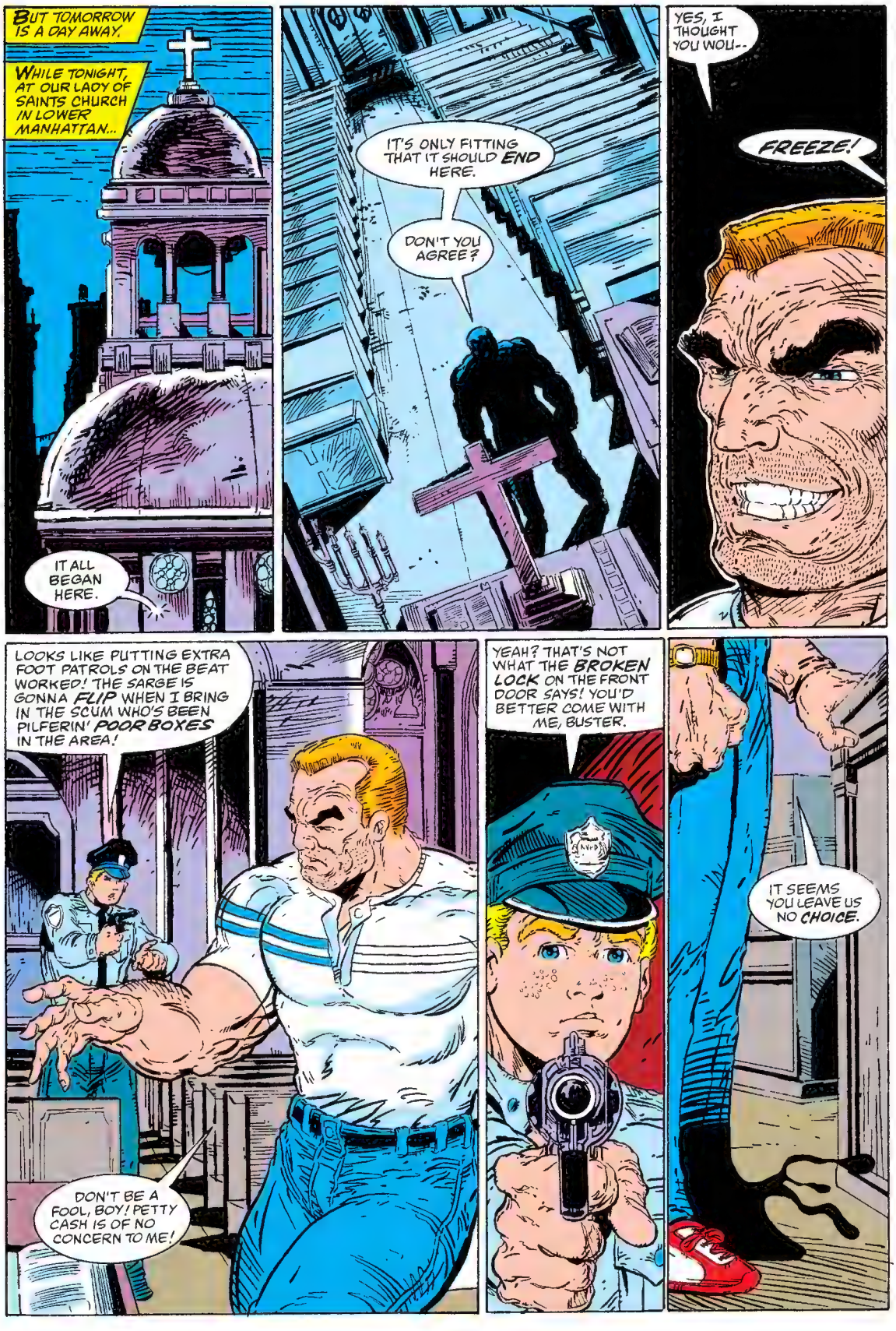

HE'S DUCKING INTO AN ALLEYWAY! MUST BE A SHORT-CUT!
BLAST! NO CROWD TO HIDE IN! WE'D BETTER GIVE HIM A FEW SECONDS TO GET AHEAD, THEN--
PETER
ROSEMARY & FRANK
WHAT--?! HE'S GONE!
PUNK RULES
ERIN WAS HERE
BOURKE
LIVING IN NEW YORK FOR SO LONG MAY HAVE MADE ME PARANOID, BUT I CAN'T HELP BELIEVING THAT OLD SAYING: "BETTER SAFE--
"--THAN SPLATTERED!"
AND THUS, A SHORT WHILE LATER, AT THE EXCLUSIVE BEDFORD TOWERS CONDOMINIUM RESIDENCE...
WOW.

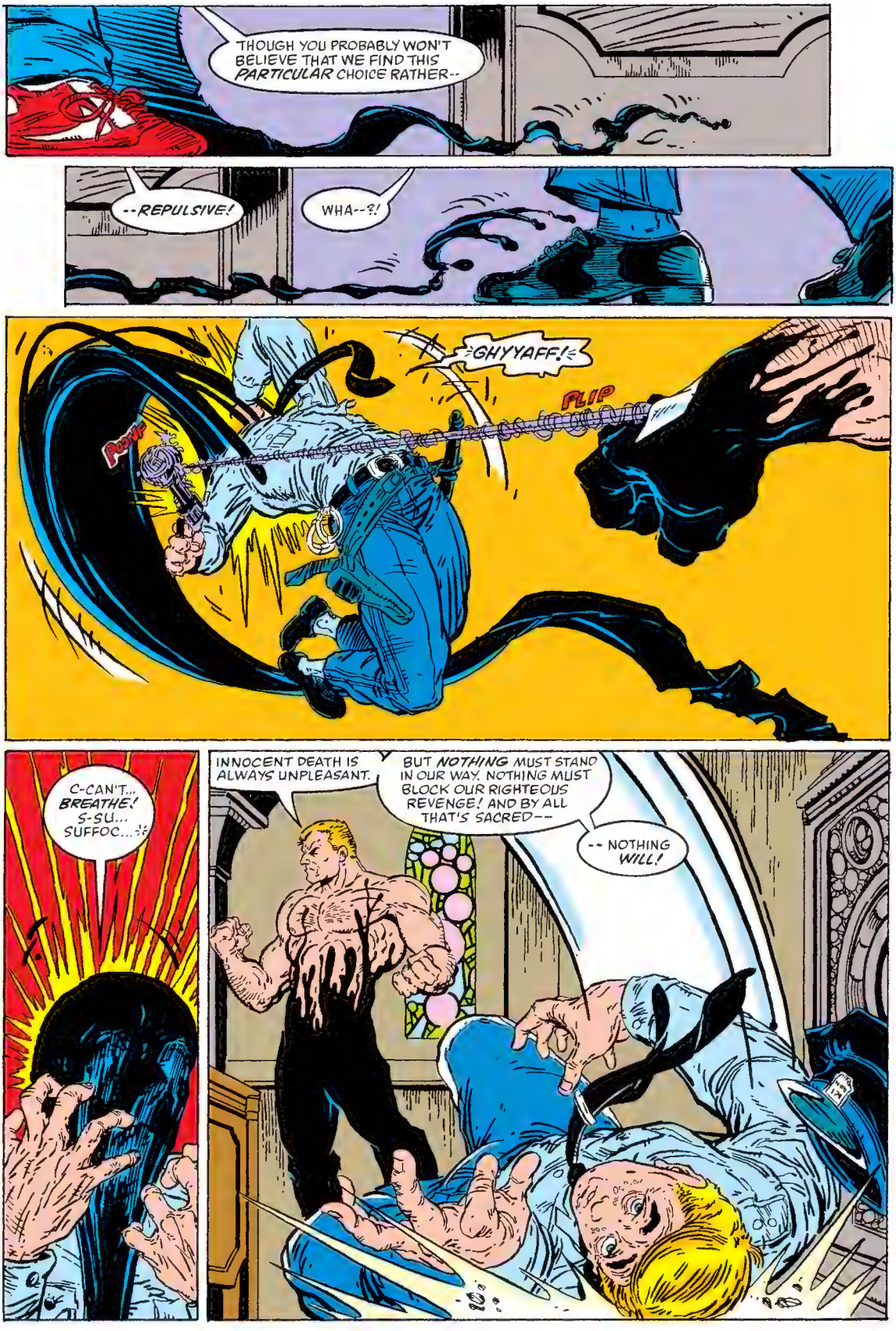

I DON'T BELIEVE I'M REALLY GOING TO LIVE HERE! I MEAN, IT WAS SUCH A BIG DEAL WHEN I GOT MY OWN PLACE!
NOW I FEEL LIKE I'M GETTING MY OWN PALACE!
HEY, TIGER, A TOP FASHION MODEL LIKE YOURS TRULY HAS AN IMAGE TO MAINTAIN! BESIDES, WITH THIS KIND OF SPACE--
--WE'LL ALMOST HAVE ENOUGH ROOM FOR ALL OF MY CLOTHES!
YEAH. I KNOW...
...IT'S JUST GOING TO TAKE SOME GETTING USED TO, AND I STILL WISH, WELL...THAT I COULD HELP PAY FOR IT.
PETER'S FEELING REALLY DOWN ABOUT MY MAKING SO MUCH MORE MONEY THAN HE DOES. BUT MAYBE I CAN HELP.
LISTEN, PETER, HAVE YOU EVER THOUGHT ABOUT FASHION PHOTOGRAPHY?
C'MON, MJ, I DON'T HAVE THE RIGHT TRAINING FOR THAT.
OH, POO.
YOU'LL NEVER KNOW TILL YOU TRY! AND WITH A SUBJECT LIKE ME--
--HOW CAN YOU GO WRONG?

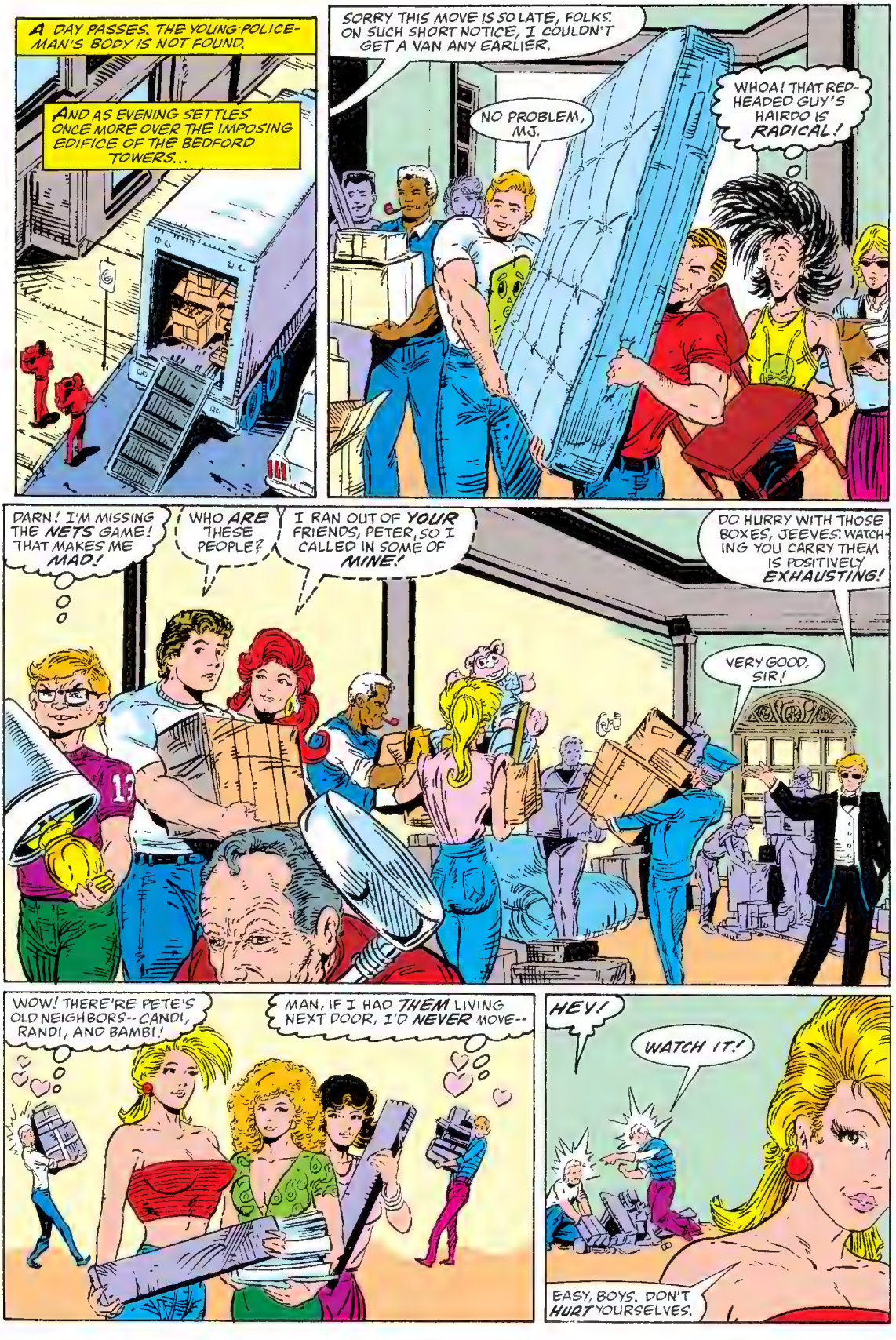

AT LEAST GIVE IT A SHOT! WHAT HAVE YOU GOT TO LOSE?
WELL, OKAY. ER... TALK TO THE CAMERA, BABY! YEAH!
THAT'S IT! THAT'S HOT!
CLICK
NOW, UM, MAKE ME WANT YOU! GET IT ON! ALL RIGHT!
THINK "COSMO"! THINK--
CLICK CLICK
--UH, SHOULDN'T WE HAVE A WIND MACHINE OR SOMETHING?
AW, HECK. I'M NOT CUT OUT FOR THIS. I JUST FEEL SILLY.
IT'S HOPELESS.
UH-OH. PETER'S GETTING EVEN MORE DEPRESSED! GOT TO DO SOMETHING TO PERK HIM UP!
IN THAT CASE, MAN O' MINE--
--HOW ABOUT TAKING SOME SNAPS FOR OUR PRIVATE COLLECTION?
SLOWLY, PETER'S SPIRITS BEGIN TO RISE.

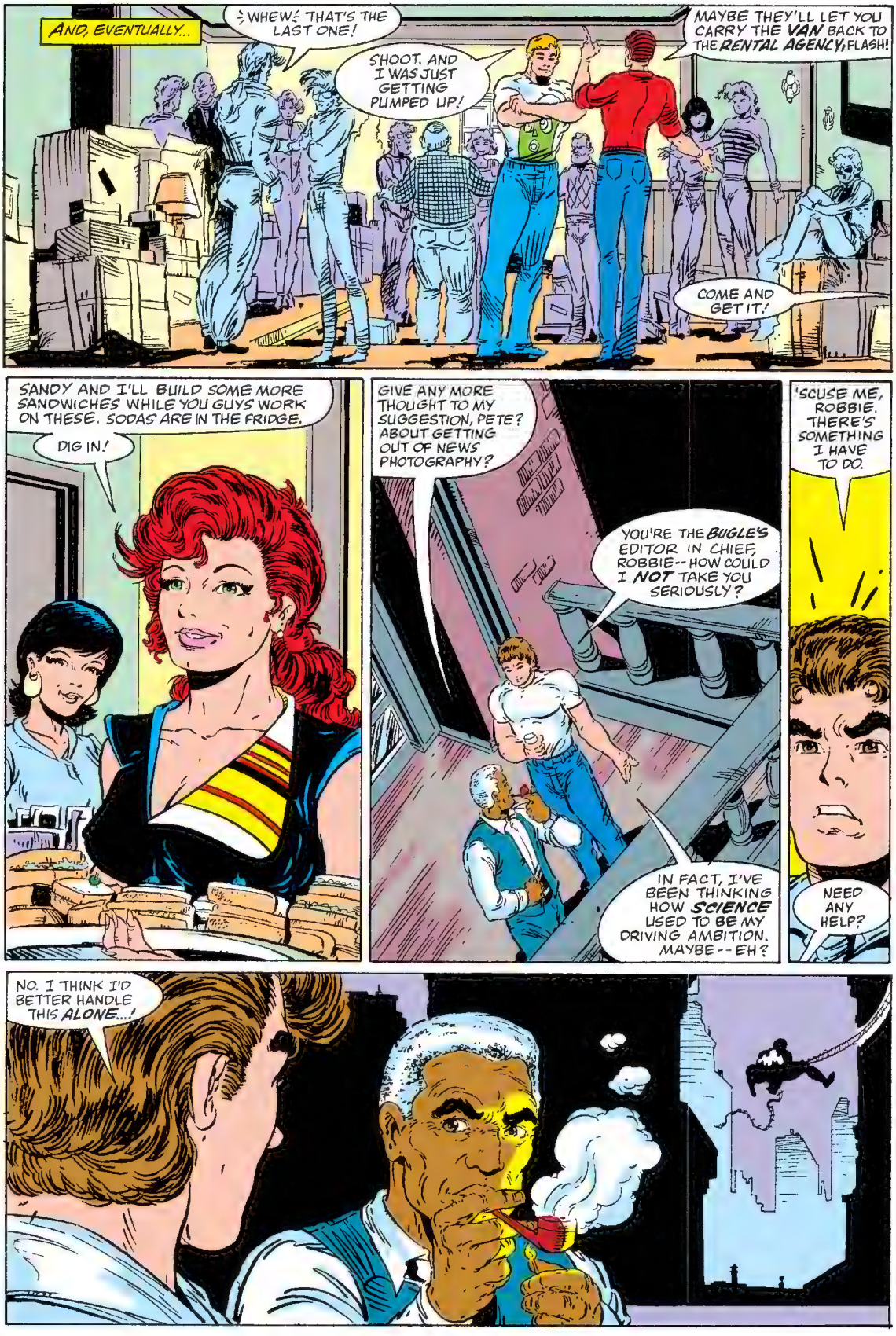
AND THAT EVENING, AT THE QUEENS COUNTY BOARDING HOUSE OWNED AND RUN BY MAY PARKER...
MY, YOU YOUNGSTERS CERTAINLY LOOK HEALTHY! MARRIAGE MUST AGREE WITH YOU!
APPARENTLY IT DOES, MAY. THAT NEPHEW OF YOURS HAS BEEN IGNORING YOU EVEN MORE THAN BEFORE HE GOT HITCHED!
NOW YOU HUSH, NATHAN LUBENSKY! THE CHILDREN HAVE LIVES OF THEIR OWN TO LEAD!
I HOPE YOU'LL FORGIVE MY LITTLE <AHEM> TIRADE. I'D BETTER GO PUT THESE DISHES IN TO SOAK.
OH, NO, DEAR! YOU STAY WITH PETER, WHERE YOU BELONG.
I'LL HELP.
BACK IN A SEC, HON.
UH-HUH.
YEAH, THAT WAS THE YEAR LUCKY LINDY HIMSELF CAME INTO MY SHOP. I REMEMBER--

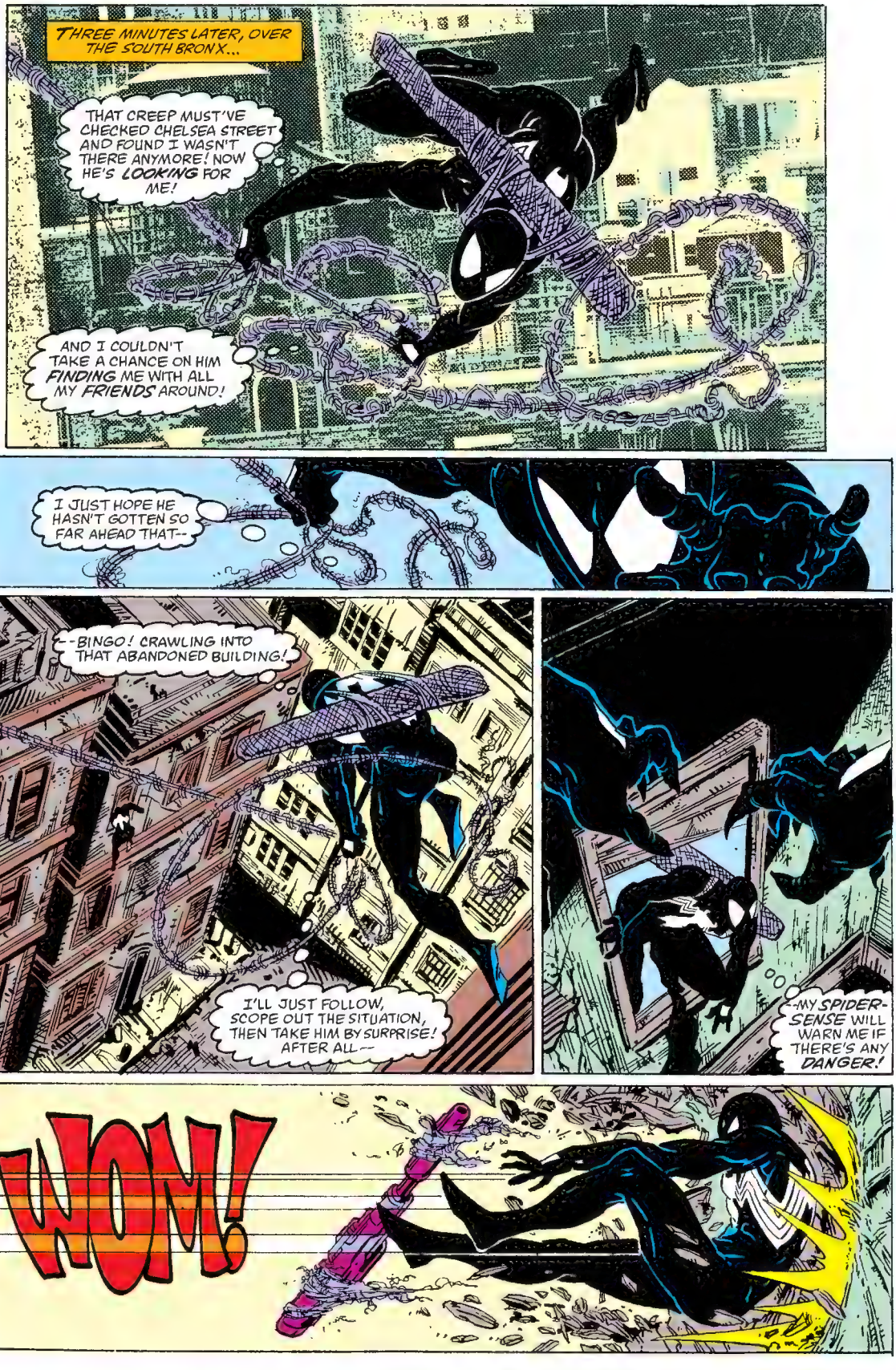
MAY, I'VE BEEN MEANING TO ASK YOU: THIS IS THE FIRST TIME YOU'VE HAD US OVER SINCE WE GOT MARRIED. AND YOU HAVEN'T VISITED US AT ALL. IT'S ALMOST LIKE... WELL...
...YOU'RE DISTANCING YOURSELF FROM US.
I DON'T MEAN TO DO THAT, MARY JANE!
I JUST WANT YOUR MARRIAGE TO WORK. AND SO MANY COUPLES GET SPLIT APART BY NOSY RELATIVES WHO TRY TO RUN THEIR LIVES FOR THEM.
BUT YOU'RE NOT NOSEY, MAY--YOU JUST CARE ABOUT US.
WHY, PETER WOULD BE CRUSHED IF YOU DROPPED OUT OF OUR LIVES. AND MAY--
--SO WOULD I.
OH, WELL, SNIFF! I-I GUESS...IN THAT CASE...
... PETER, IF I'M NOT THE FIRST GUEST YOU ASK TO YOUR NEW HOME, I'LL HAVE THE GREY PANTHERS PICKET THE PLACE SO FAST IT'LL MAKE YOUR HEAD SPIN!
AUNT MAY, I'LL HAVE THE INVITATION ENGRAVED TOMORROW!

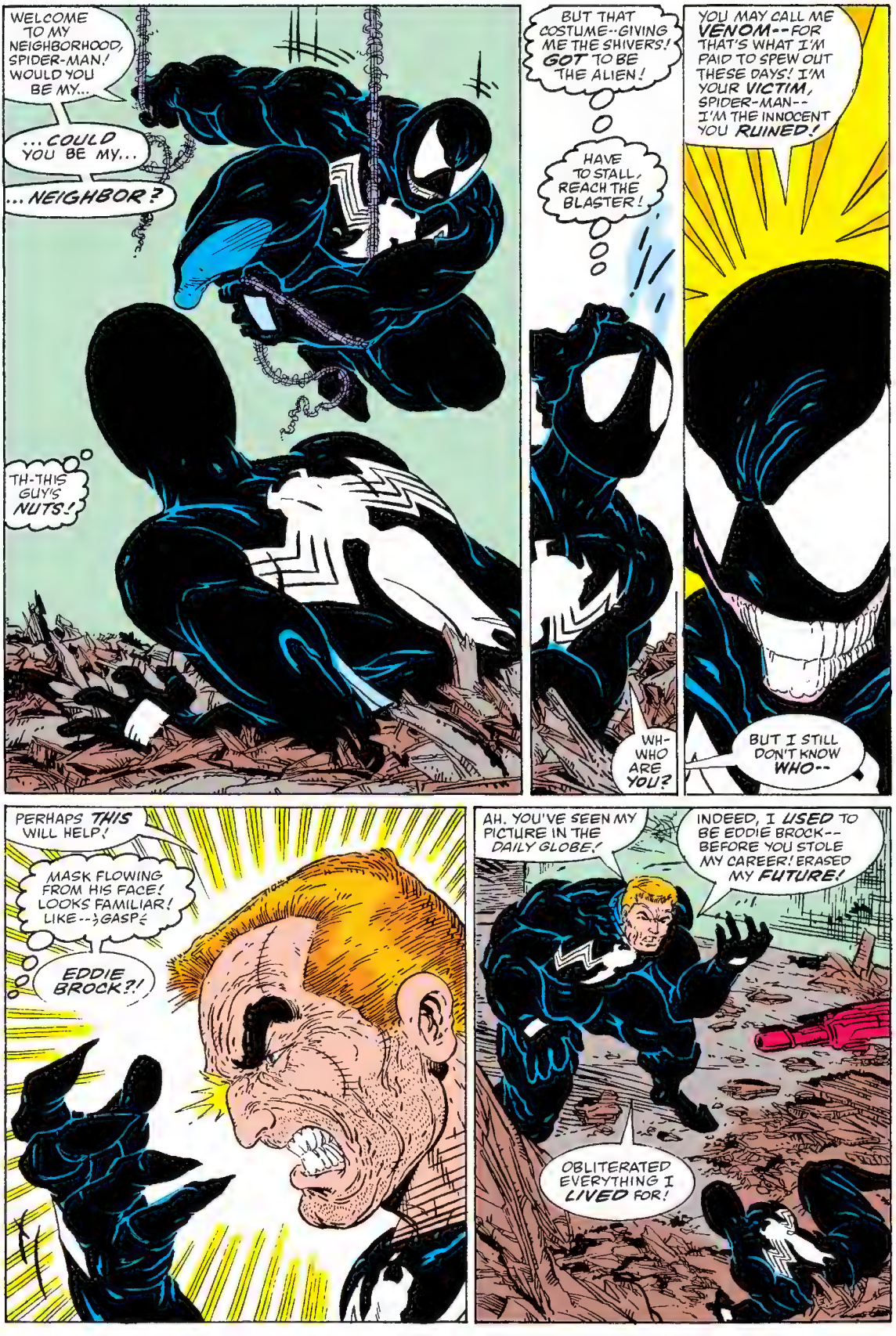

BUT TOMORROW IS A DAY AWAY.
WHILE TONIGHT, AT OUR LADY OF SAINTS CHURCH IN LOWER MANHATTAN...
IT ALL BEGAN HERE.
IT'S ONLY FITTING THAT IT SHOULD END HERE.
DON'T YOU AGREE?
YES, I THOUGHT YOU WOU--
FREEZE!
LOOKS LIKE PUTTING EXTRA FOOT PATROLS ON THE BEAT WORKED! THE SARGE IS GONNA FLIP WHEN I BRING IN THE SCUM WHO'S BEEN PILFERIN' POOR BOXES IN THE AREA!
DON'T BE A FOOL, BOY! PETTY CASH IS OF NO CONCERN TO ME!
YEAH? THAT'S NOT WHAT THE BROKEN LOCK ON THE FRONT DOOR SAYS! YOU'D BETTER COME WITH ME, BUSTER.
IT SEEMS YOU LEAVE US NO CHOICE.

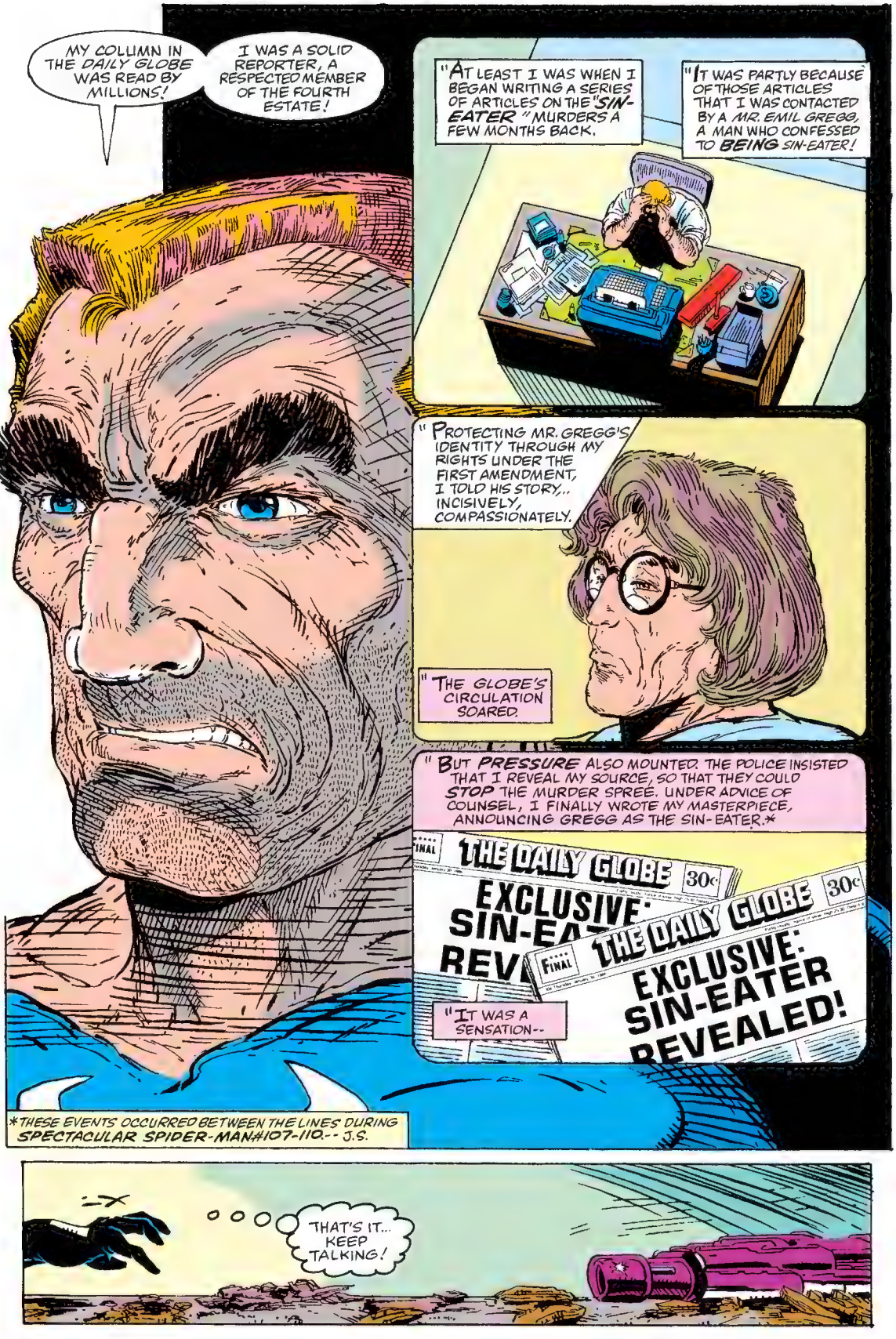

THOUGH YOU PROBABLY WON'T BELIEVE THAT WE FIND THIS *PARTICULAR* CHOICE RATHER--
--REPULSIVE!
WHA--?!
GHYYAFF!
FLIP
POOF!
C-CAN'T... *BREATHE!* S-SU... SUFFOC...
INNOCENT DEATH IS ALWAYS UNPLEASANT.
BUT *NOTHING* MUST STAND IN OUR WAY. NOTHING MUST BLOCK OUR RIGHTEOUS REVENGE! AND BY ALL THAT'S SACRED--
-- NOTHING *WILL!*

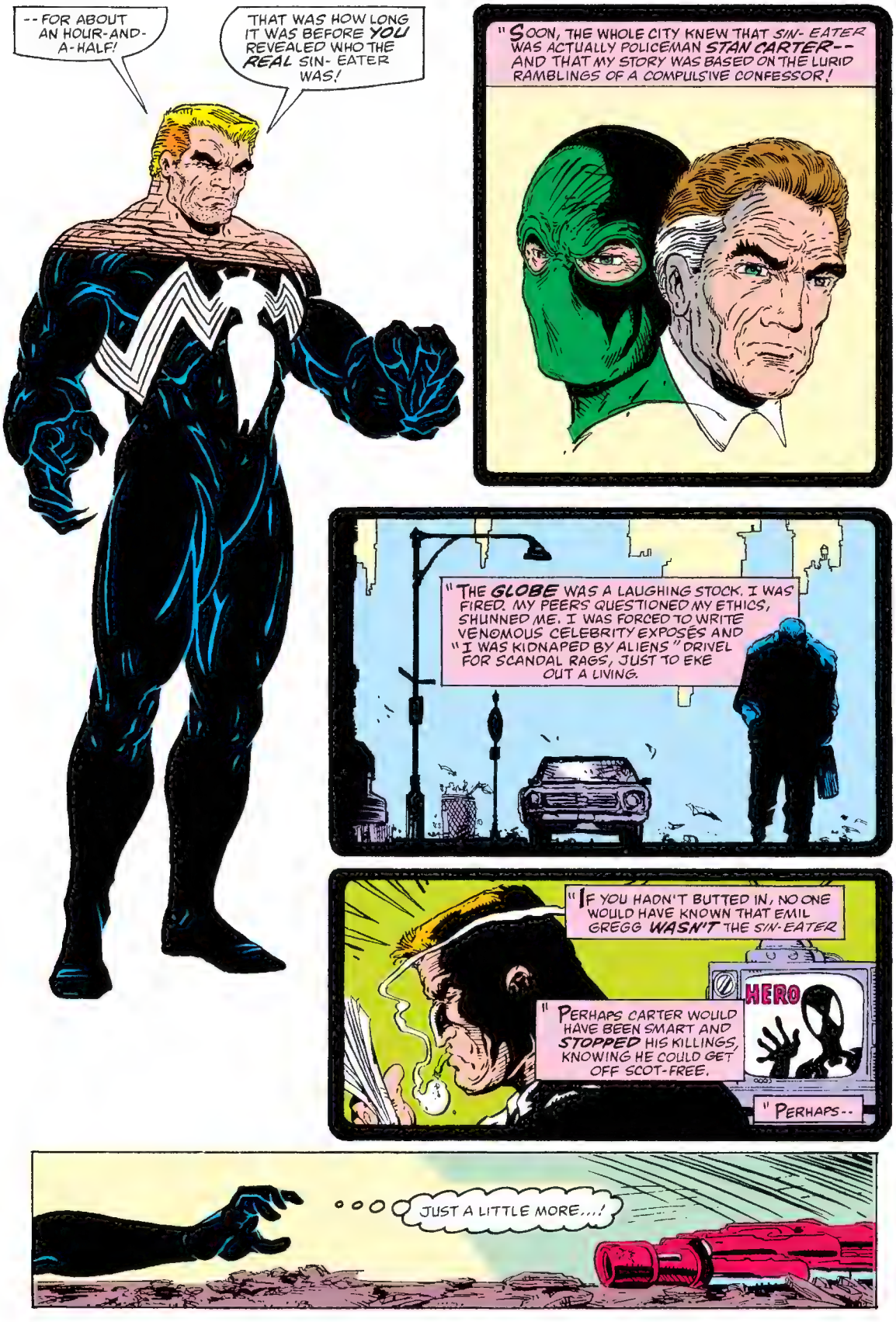

A DAY PASSES. THE YOUNG POLICEMAN'S BODY IS NOT FOUND.
AND AS EVENING SETTLES ONCE MORE OVER THE IMPOSING EDIFICE OF THE BEDFORD TOWERS...
SORRY THIS MOVE IS SO LATE, FOLKS. ON SUCH SHORT NOTICE, I COULDN'T GET A VAN ANY EARLIER.
NO PROBLEM, MJ.
WHOA! THAT RED-HEADED GUY'S HAIRDO IS RADICAL!
DARN! I'M MISSING THE NETS GAME! THAT MAKES ME MAD!
WHO ARE THESE PEOPLE?
I RAN OUT OF YOUR FRIENDS, PETER, SO I CALLED IN SOME OF MINE!
DO HURRY WITH THOSE BOXES, JEEVES. WATCHING YOU CARRY THEM IS POSITIVELY EXHAUSTING!
VERY GOOD, SIR!
WOW! THERE'RE PETE'S OLD NEIGHBORS--CANDI, RANDI, AND BAMBI!
MAN, IF I HAD THEM LIVING NEXT DOOR, I'D NEVER MOVE--
HEY!
WATCH IT!
EASY, BOYS. DON'T HURT YOURSELVES.

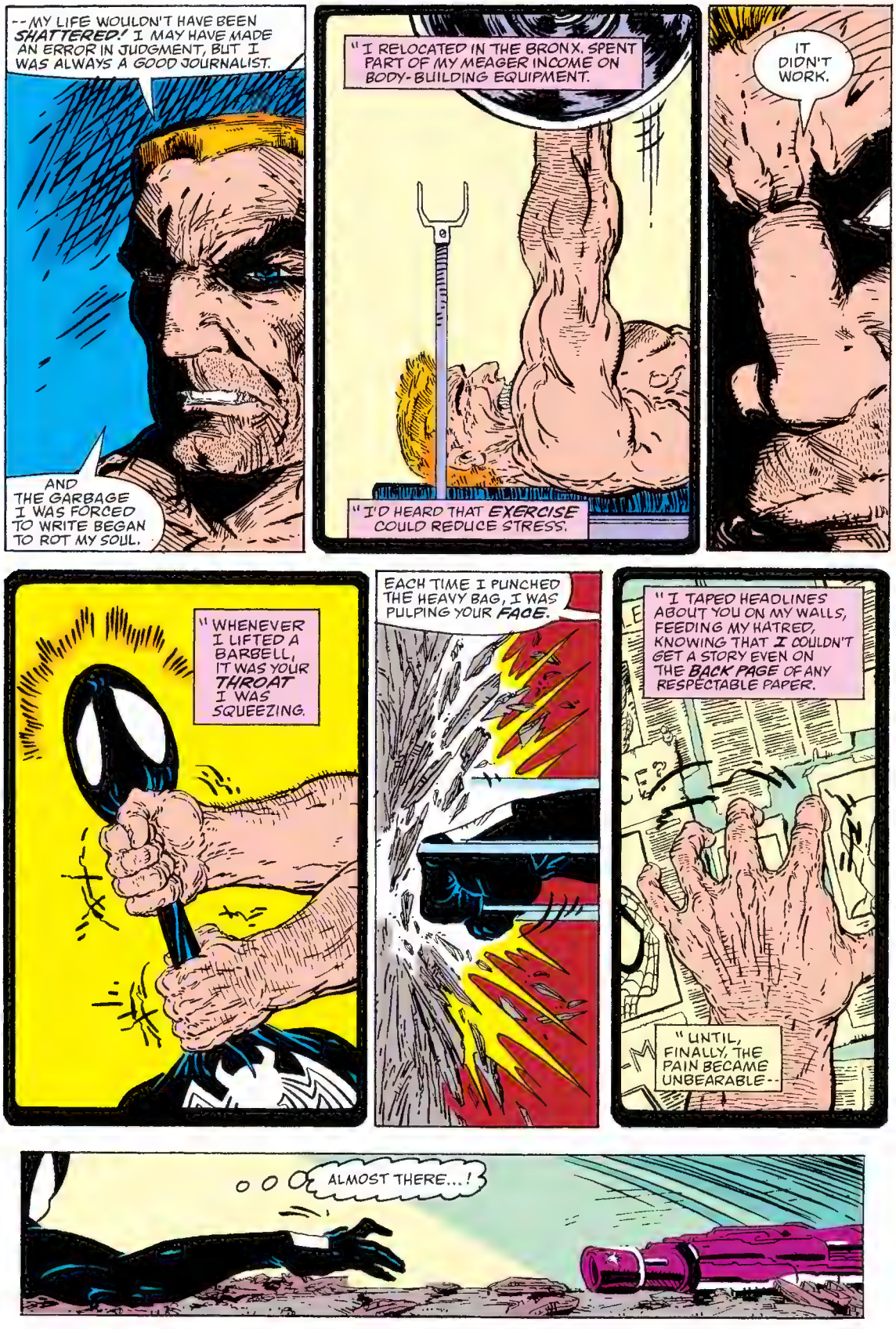

AND, EVENTUALLY...
WHEW! THAT'S THE LAST ONE!
SHOOT, AND I WAS JUST GETTING PUMPED UP!
MAYBE THEY'LL LET YOU CARRY THE VAN BACK TO THE RENTAL AGENCY, FLASH!
COME AND GET IT!
SANDY AND I'LL BUILD SOME MORE SANDWICHES WHILE YOU GUYS WORK ON THESE. SODAS ARE IN THE FRIDGE.
DIG IN!
GIVE ANY MORE THOUGHT TO MY SUGGESTION, PETE? ABOUT GETTING OUT OF NEWS PHOTOGRAPHY?
YOU'RE THE BUGLE'S EDITOR IN CHIEF, ROBBIE--HOW COULD I NOT TAKE YOU SERIOUSLY?
IN FACT, I'VE BEEN THINKING HOW SCIENCE USED TO BE MY DRIVING AMBITION. MAYBE--EH?
'SCUSE ME, ROBBIE. THERE'S SOMETHING I HAVE TO DO.
NEED ANY HELP?
NO. I THINK I'D BETTER HANDLE THIS ALONE...!

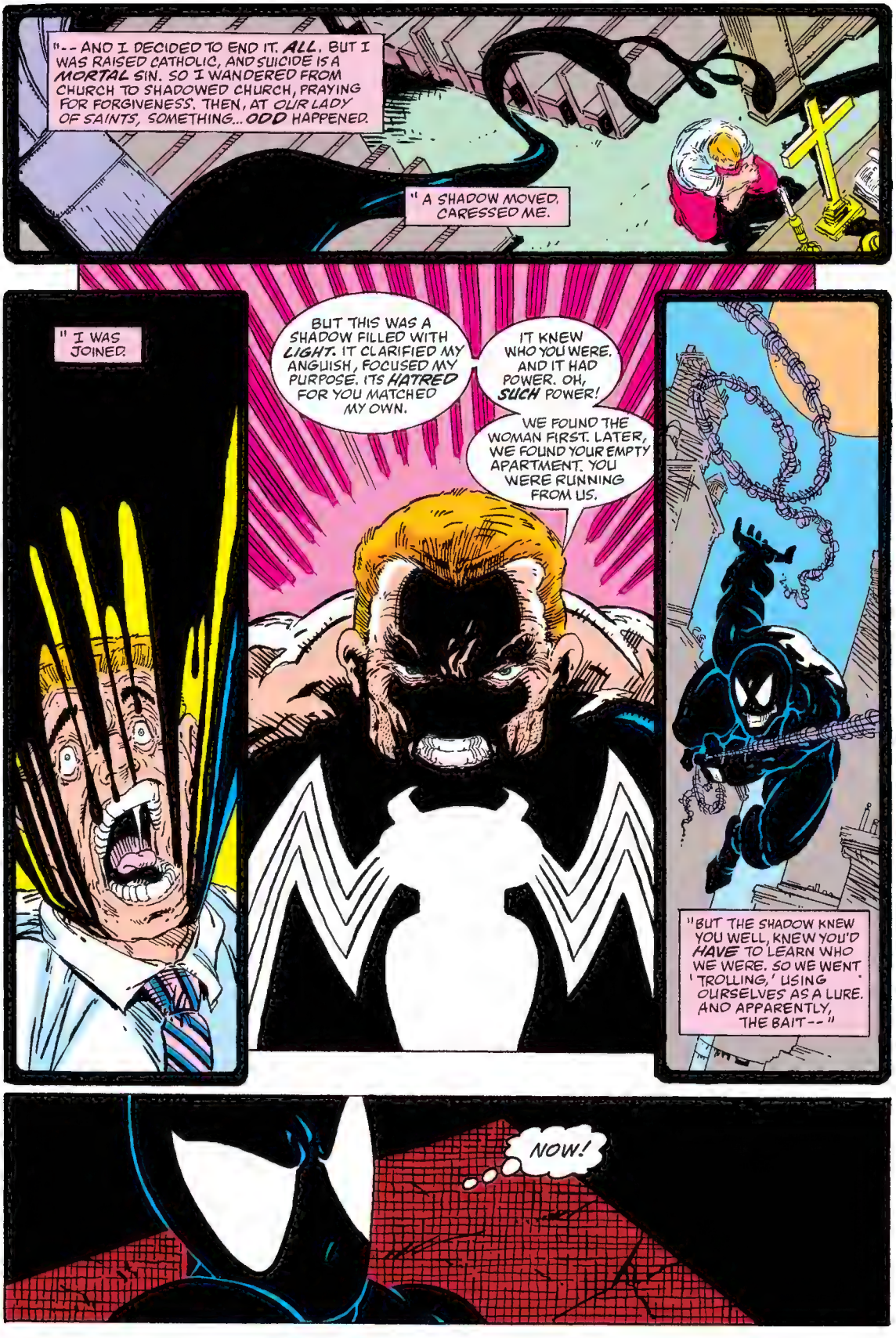

THREE MINUTES LATER, OVER THE SOUTH BRONX...
THAT CREEP MUST'VE CHECKED CHELSEA STREET AND FOUND I WASN'T THERE ANYMORE! NOW HE'S LOOKING FOR ME!
AND I COULDN'T TAKE A CHANCE ON HIM FINDING ME WITH ALL MY FRIENDS AROUND!
I JUST HOPE HE HASN'T GOTTEN SO FAR AHEAD THAT--
--BINGO! CRAWLING INTO THAT ABANDONED BUILDING!
I'LL JUST FOLLOW, SCOPE OUT THE SITUATION, THEN TAKE HIM BY SURPRISE! AFTER ALL--
--MY SPIDER-SENSE WILL WARN ME IF THERE'S ANY DANGER!
WOM!

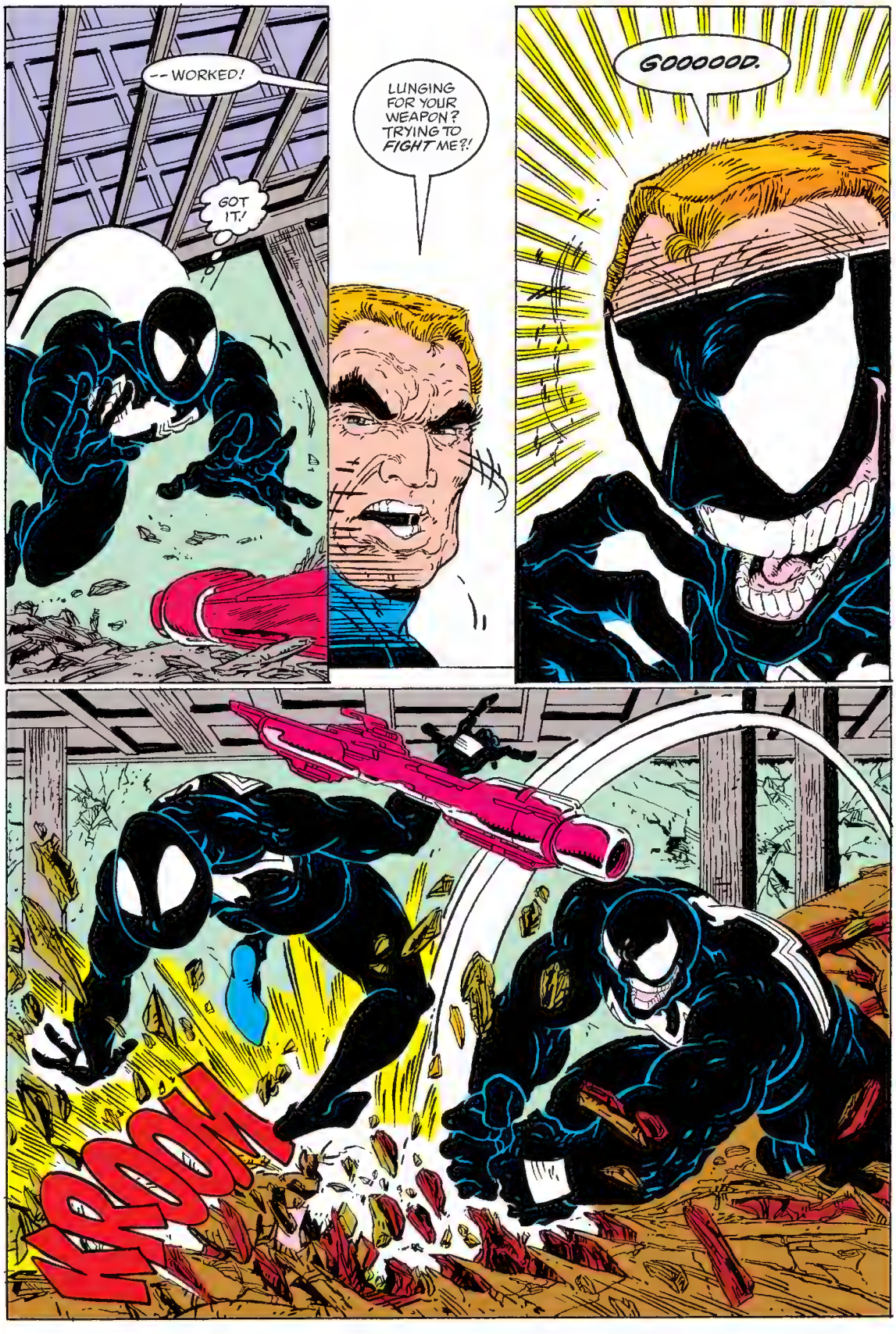

WELCOME TO MY NEIGHBORHOOD, SPIDER-MAN! WOULD YOU BE MY...
...COULD YOU BE MY...
...NEIGHBOR?
TH-THIS GUY'S NUTS!
BUT THAT COSTUME--GIVING ME THE SHIVERS! GOT TO BE THE ALIEN!
HAVE TO STALL, REACH THE BLASTER!
WH-WHO ARE YOU?
YOU MAY CALL ME VENOM--FOR THAT'S WHAT I'M PAID TO SPEW OUT THESE DAYS! I'M YOUR VICTIM, SPIDER-MAN--I'M THE INNOCENT YOU RUINED!
BUT I STILL DON'T KNOW WHO--
PERHAPS THIS WILL HELP!
MASK FLOWING FROM HIS FACE! LOOKS FAMILIAR! LIKE--GASP!
EDDIE BROCK?!
AH. YOU'VE SEEN MY PICTURE IN THE DAILY GLOBE!
INDEED, I USED TO BE EDDIE BROCK--BEFORE YOU STOLE MY CAREER! ERASED MY FUTURE!
OBLITERATED EVERYTHING I LIVED FOR!

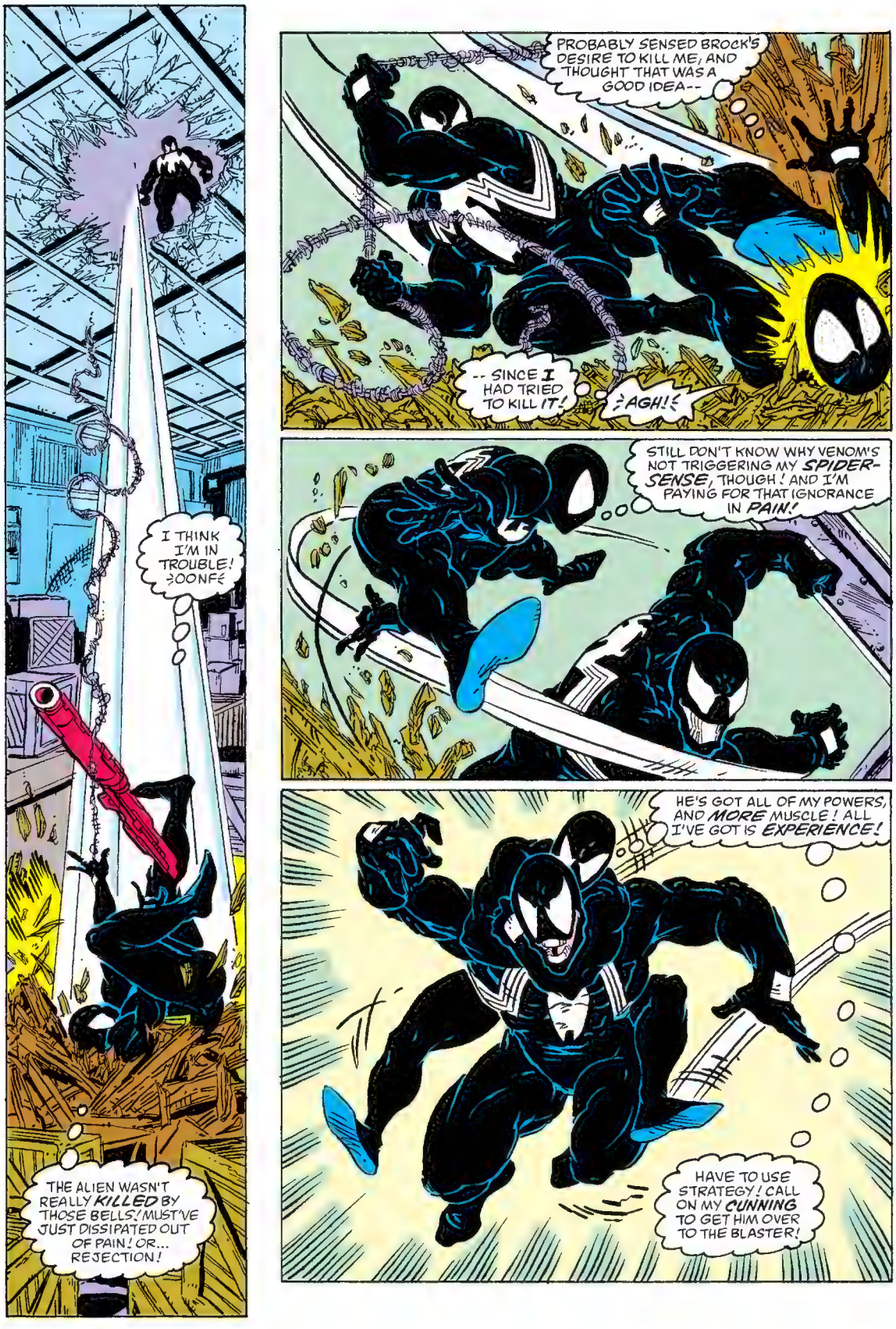

MY COLUMN IN THE DAILY GLOBE WAS READ BY MILLIONS!
I WAS A SOLID REPORTER, A RESPECTED MEMBER OF THE FOURTH ESTATE!
"AT LEAST I WAS WHEN I BEGAN WRITING A SERIES OF ARTICLES ON THE "SIN-EATER" MURDERS A FEW MONTHS BACK.
"IT WAS PARTLY BECAUSE OF THOSE ARTICLES THAT I WAS CONTACTED BY A MR. EMIL GREGG, A MAN WHO CONFESSED TO BEING SIN-EATER!
"PROTECTING MR. GREGG'S IDENTITY THROUGH MY RIGHTS UNDER THE FIRST AMENDMENT, I TOLD HIS STORY... INCISIVELY, COMPASSIONATELY.
"THE GLOBE'S CIRCULATION SOARED.
"BUT PRESSURE ALSO MOUNTED. THE POLICE INSISTED THAT I REVEAL MY SOURCE, SO THAT THEY COULD STOP THE MURDER SPREE. UNDER ADVICE OF COUNSEL, I FINALLY WROTE MY MASTERPIECE, ANNOUNCING GREGG AS THE SIN-EATER.*
THE DAILY GLOBE 30¢
EXCLUSIVE:
SIN-EA
REV
FINAL
THE DAILY GLOBE 30¢
EXCLUSIVE: SIN-EATER REVEALED!
"IT WAS A SENSATION--
*THESE EVENTS OCCURRED BETWEEN THE LINES DURING SPECTACULAR SPIDER-MAN #107-110.-- J.S.
THAT'S IT... KEEP TALKING!

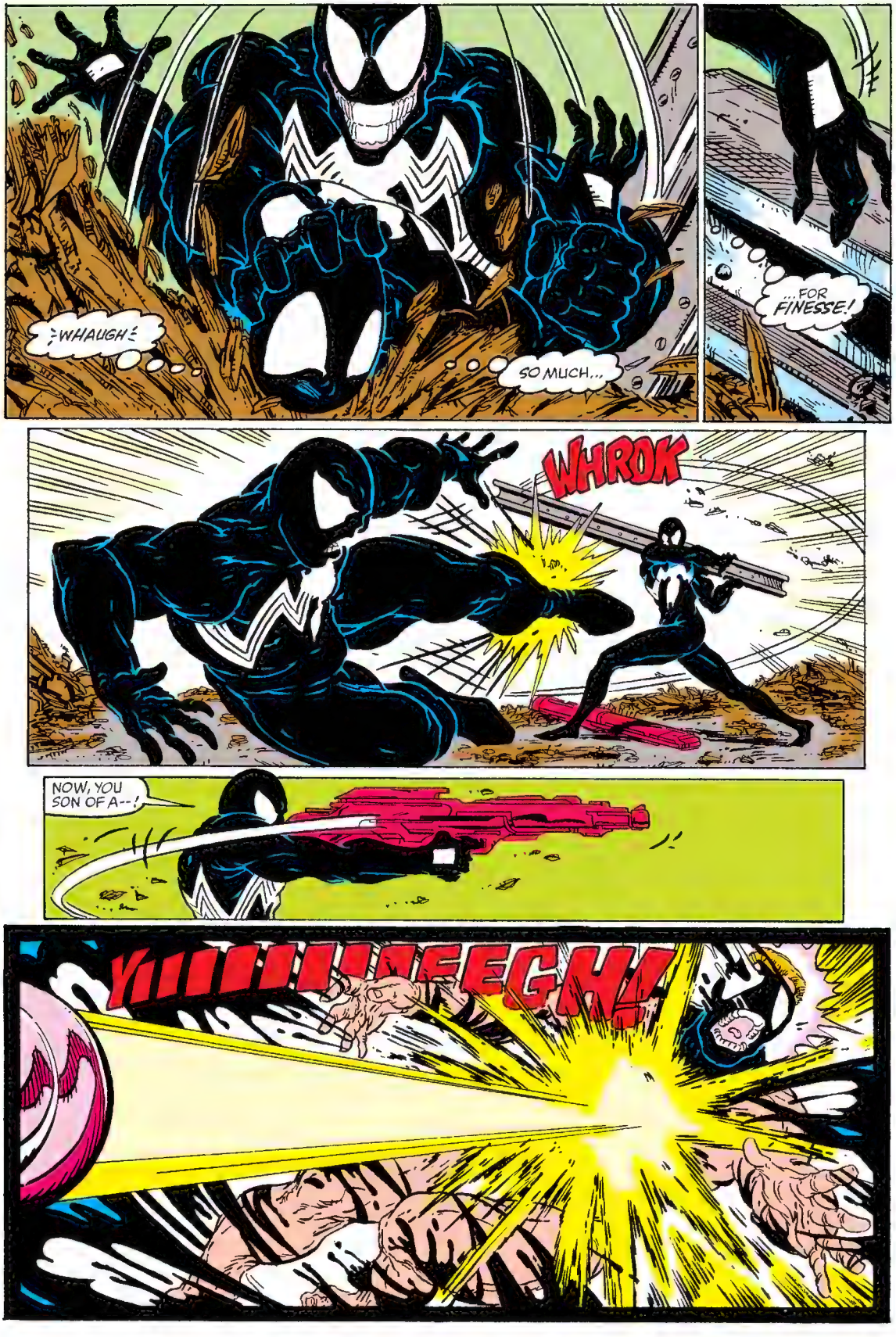

-- FOR ABOUT AN HOUR-AND-A-HALF!
THAT WAS HOW LONG IT WAS BEFORE YOU REVEALED WHO THE REAL SIN-EATER WAS!
" SOON, THE WHOLE CITY KNEW THAT SIN-EATER WAS ACTUALLY POLICEMAN STAN CARTER-- AND THAT MY STORY WAS BASED ON THE LURID RAMBLINGS OF A COMPULSIVE CONFESSOR!
" THE GLOBE WAS A LAUGHING STOCK. I WAS FIRED. MY PEERS QUESTIONED MY ETHICS, SHUNNED ME. I WAS FORCED TO WRITE VENOMOUS CELEBRITY EXPOSÉS AND "I WAS KIDNAPED BY ALIENS" DRIVEL FOR SCANDAL RAGS, JUST TO EKE OUT A LIVING.
" IF YOU HADN'T BUTTED IN, NO ONE WOULD HAVE KNOWN THAT EMIL GREGG WASN'T THE SIN-EATER
HERO
" PERHAPS CARTER WOULD HAVE BEEN SMART AND STOPPED HIS KILLINGS, KNOWING HE COULD GET OFF SCOT-FREE.
" PERHAPS--
. . . JUST A LITTLE MORE...!

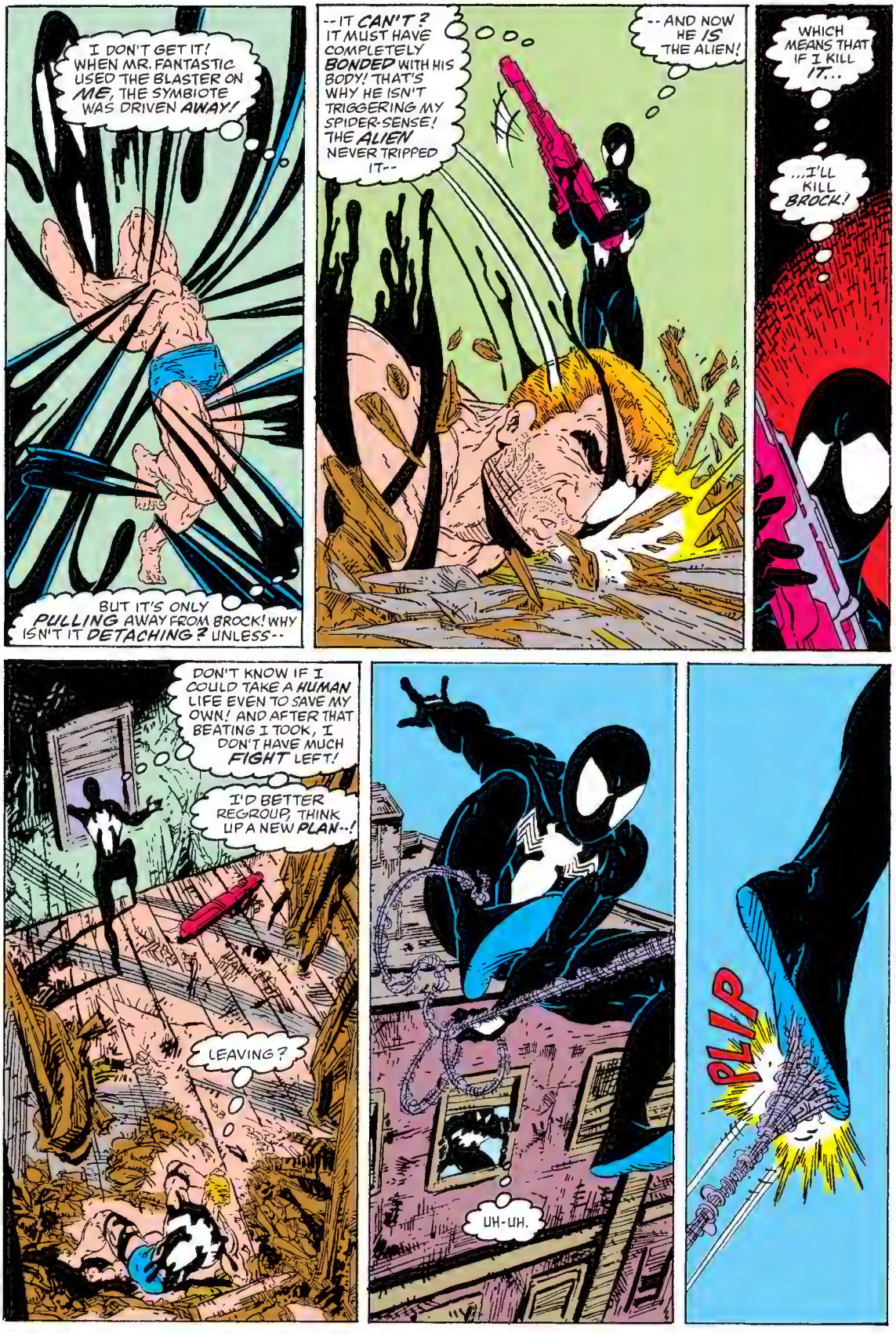

--MY LIFE WOULDN'T HAVE BEEN SHATTERED! I MAY HAVE MADE AN ERROR IN JUDGMENT, BUT I WAS ALWAYS A GOOD JOURNALIST.
AND THE GARBAGE I WAS FORCED TO WRITE BEGAN TO ROT MY SOUL.
"I RELOCATED IN THE BRONX. SPENT PART OF MY MEAGER INCOME ON BODY-BUILDING EQUIPMENT.
"I'D HEARD THAT EXERCISE COULD REDUCE STRESS.
IT DIDN'T WORK.
"WHENEVER I LIFTED A BARBELL, IT WAS YOUR THROAT I WAS SQUEEZING.
EACH TIME I PUNCHED THE HEAVY BAG, I WAS PULPING YOUR FACE.
"I TAPED HEADLINES ABOUT YOU ON MY WALLS, FEEDING MY HATRED, KNOWING THAT I COULDN'T GET A STORY EVEN ON THE BACK PAGE OF ANY RESPECTABLE PAPER.
"UNTIL, FINALLY, THE PAIN BECAME UNBEARABLE--
ALMOST THERE...!

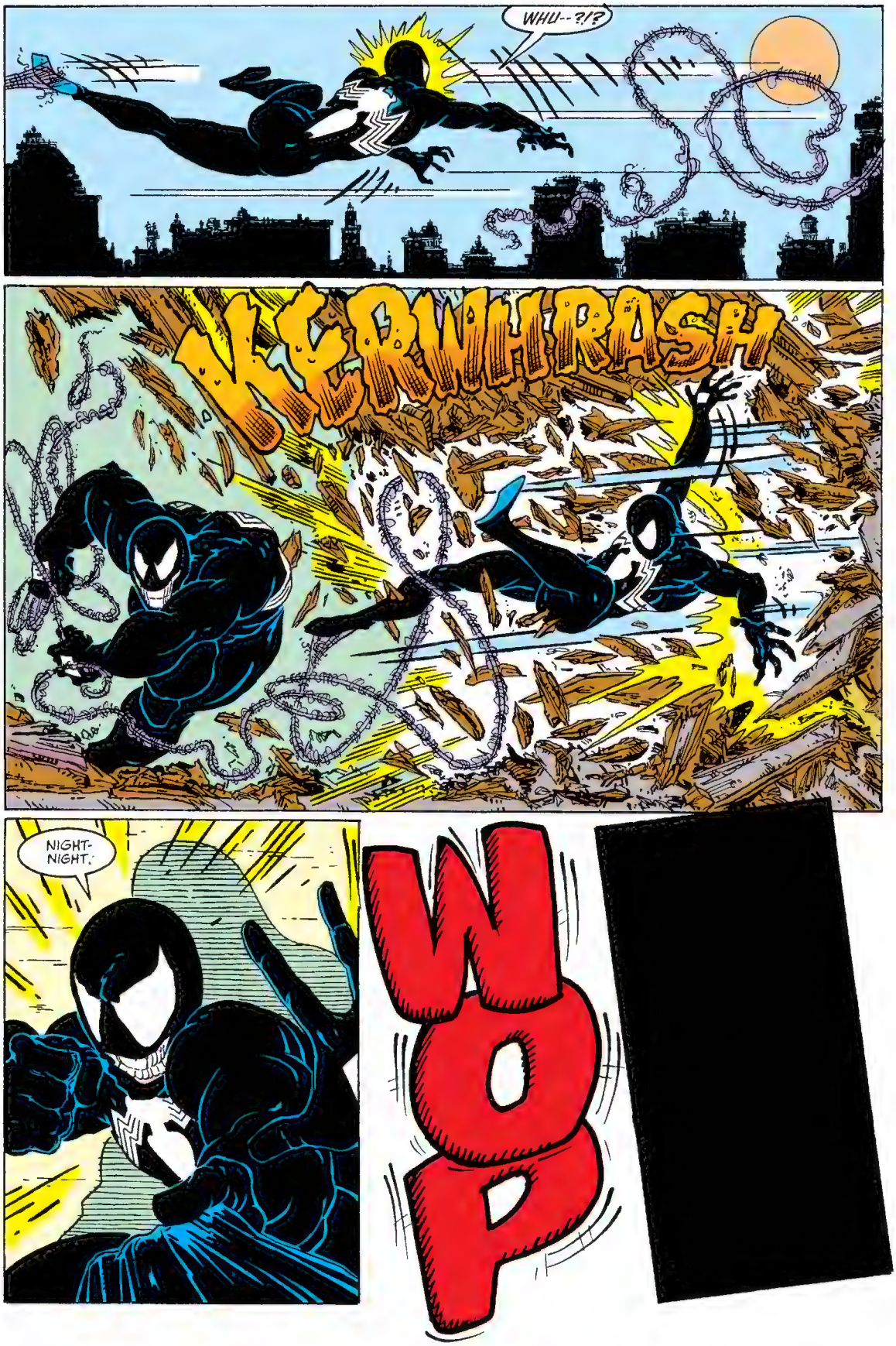

"-- AND I DECIDED TO END IT. ALL. BUT I WAS RAISED CATHOLIC, AND SUICIDE IS A MORTAL SIN. SO I WANDERED FROM CHURCH TO SHADOWED CHURCH, PRAYING FOR FORGIVENESS. THEN, AT OUR LADY OF SAINTS, SOMETHING... ODD HAPPENED.
" A SHADOW MOVED. CARESSED ME.
" I WAS JOINED.
BUT THIS WAS A SHADOW FILLED WITH LIGHT. IT CLARIFIED MY ANGUISH, FOCUSED MY PURPOSE. ITS HATRED FOR YOU MATCHED MY OWN.
IT KNEW WHO YOU WERE. AND IT HAD POWER. OH, SUCH POWER!
WE FOUND THE WOMAN FIRST. LATER, WE FOUND YOUR EMPTY APARTMENT. YOU WERE RUNNING FROM US.
"BUT THE SHADOW KNEW YOU WELL, KNEW YOU'D HAVE TO LEARN WHO WE WERE. SO WE WENT 'TROLLING,' USING OURSELVES AS A LURE. AND APPARENTLY, THE BAIT--"
NOW!

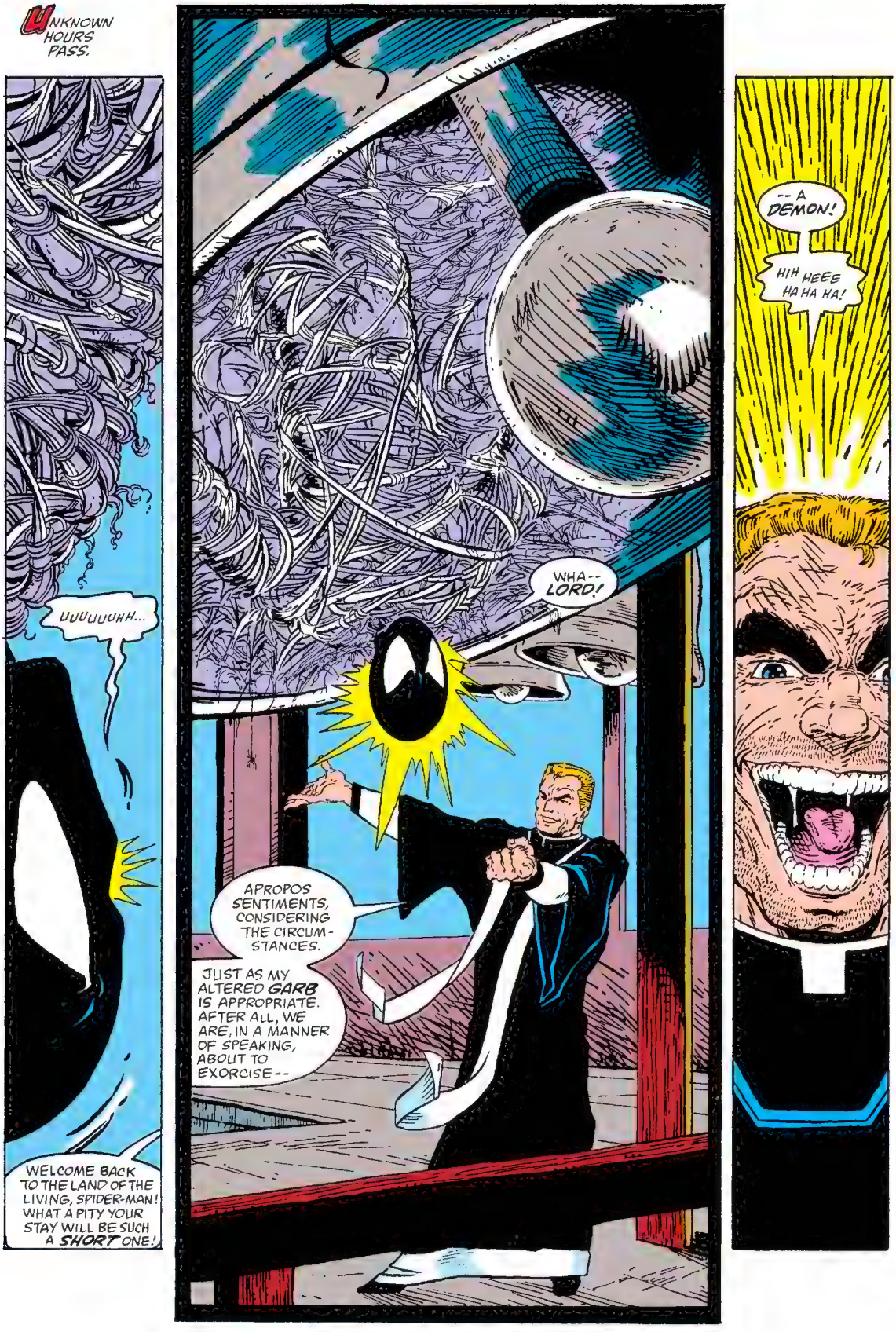

-- WORKED!
GOT IT!
LUNGING FOR YOUR WEAPON? TRYING TO FIGHT ME?!
GOOOOOD.
KRAK!

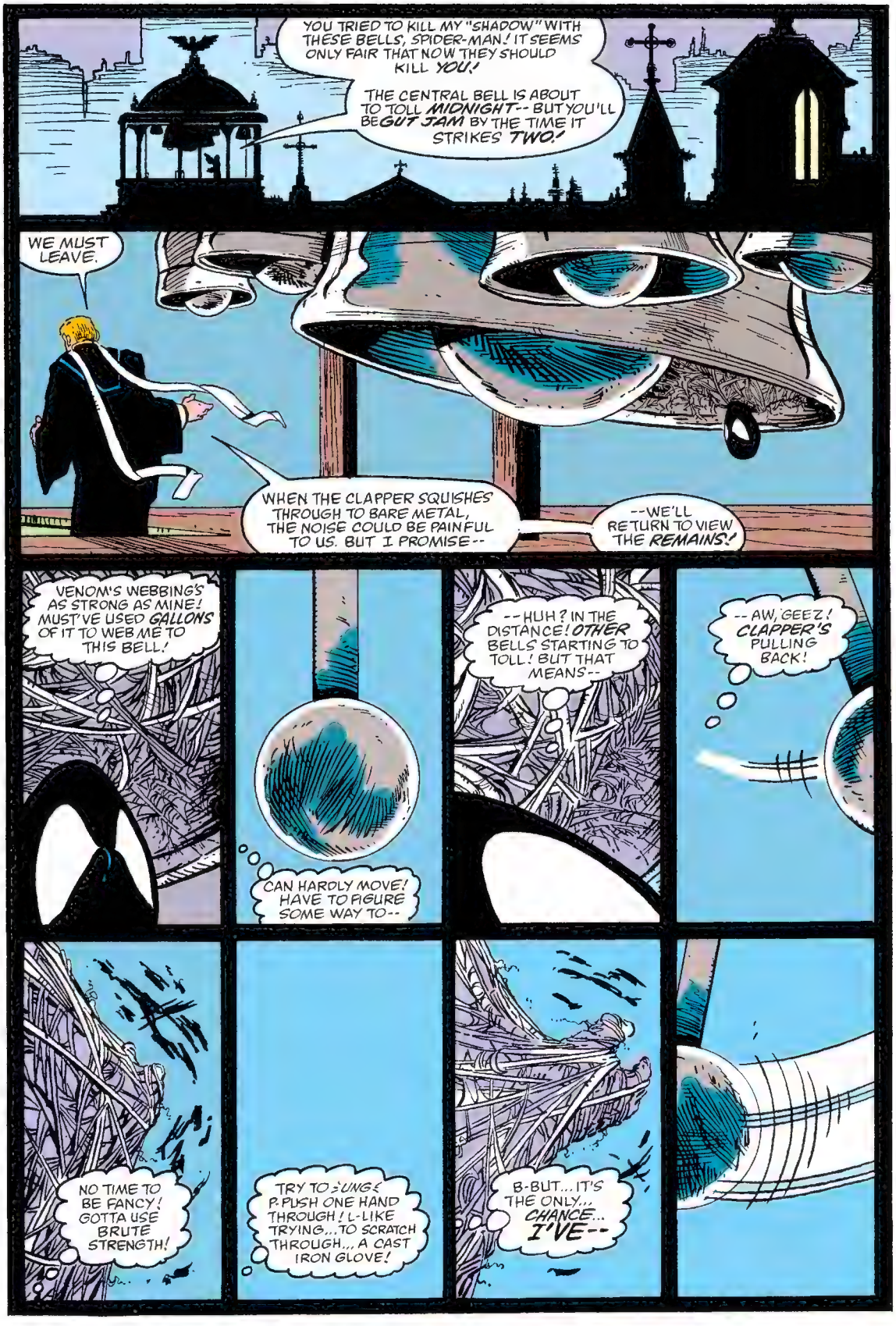

I THINK I'M IN TROUBLE! ≥OONF≤
THE ALIEN WASN'T REALLY KILLED BY THOSE BELLS! MUST'VE JUST DISSIPATED OUT OF PAIN! OR... REJECTION!
PROBABLY SENSED BROCK'S DESIRE TO KILL ME, AND THOUGHT THAT WAS A GOOD IDEA--
-- SINCE I HAD TRIED TO KILL IT!
≥AGH!≤
STILL DON'T KNOW WHY VENOM'S NOT TRIGGERING MY SPIDER-SENSE, THOUGH! AND I'M PAYING FOR THAT IGNORANCE IN PAIN!
HE'S GOT ALL OF MY POWERS, AND MORE MUSCLE! ALL I'VE GOT IS EXPERIENCE!
HAVE TO USE STRATEGY! CALL ON MY CUNNING TO GET HIM OVER TO THE BLASTER!


:WHAUGH:
SO MUCH...
...FOR FINESSE!
WHROK
NOW, YOU SON OF A--!
YIIIIIIIIIEEGH!

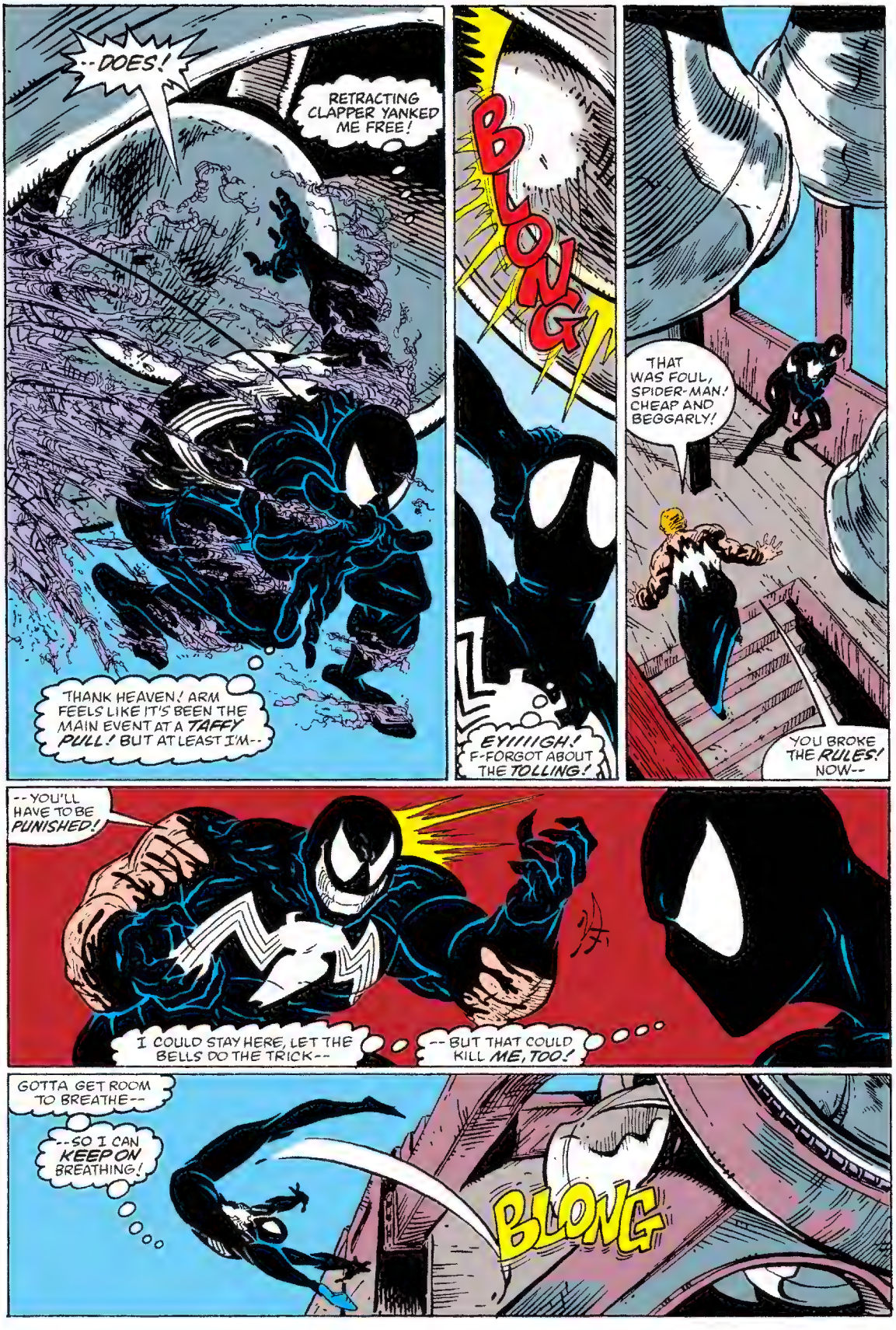

I DON'T GET IT! WHEN MR. FANTASTIC USED THE BLASTER ON ME, THE SYMBIOTE WAS DRIVEN AWAY!
BUT IT'S ONLY PULLING AWAY FROM BROCK! WHY ISN'T IT DETACHING? UNLESS--
--IT CAN'T? IT MUST HAVE COMPLETELY BONDED WITH HIS BODY! THAT'S WHY HE ISN'T TRIGGERING MY SPIDER-SENSE! THE ALIEN NEVER TRIPPED IT--
--AND NOW HE IS THE ALIEN!
WHICH MEANS THAT IF I KILL IT...
...I'LL KILL BROCK!
DON'T KNOW IF I COULD TAKE A HUMAN LIFE EVEN TO SAVE MY OWN! AND AFTER THAT BEATING I TOOK, I DON'T HAVE MUCH FIGHT LEFT!
I'D BETTER REGROUP, THINK UP A NEW PLAN--!
LEAVING?
UH-UH.
PLUP

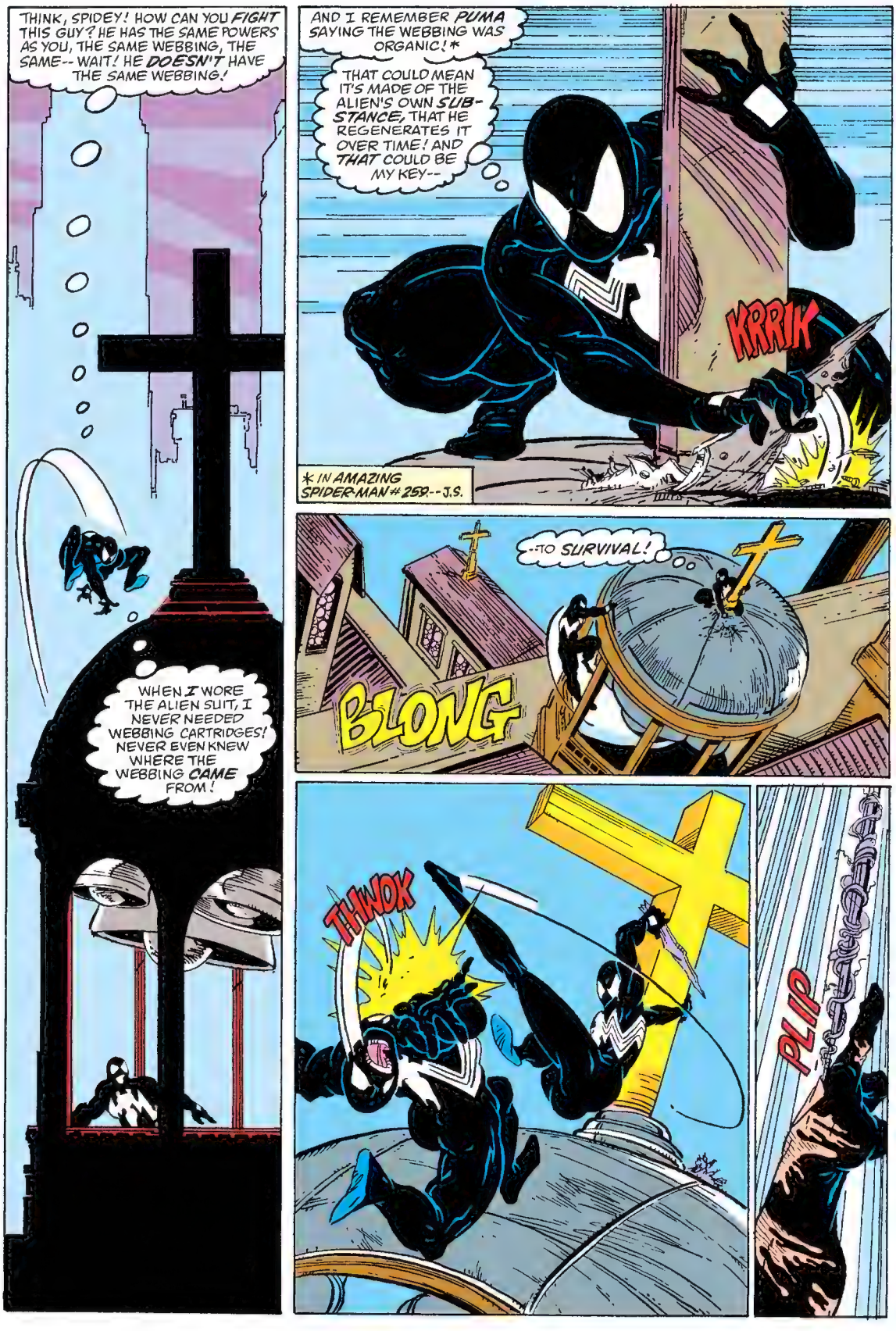

WHU--?!?
KERNHRASH
NIGHT-NIGHT.
WOP

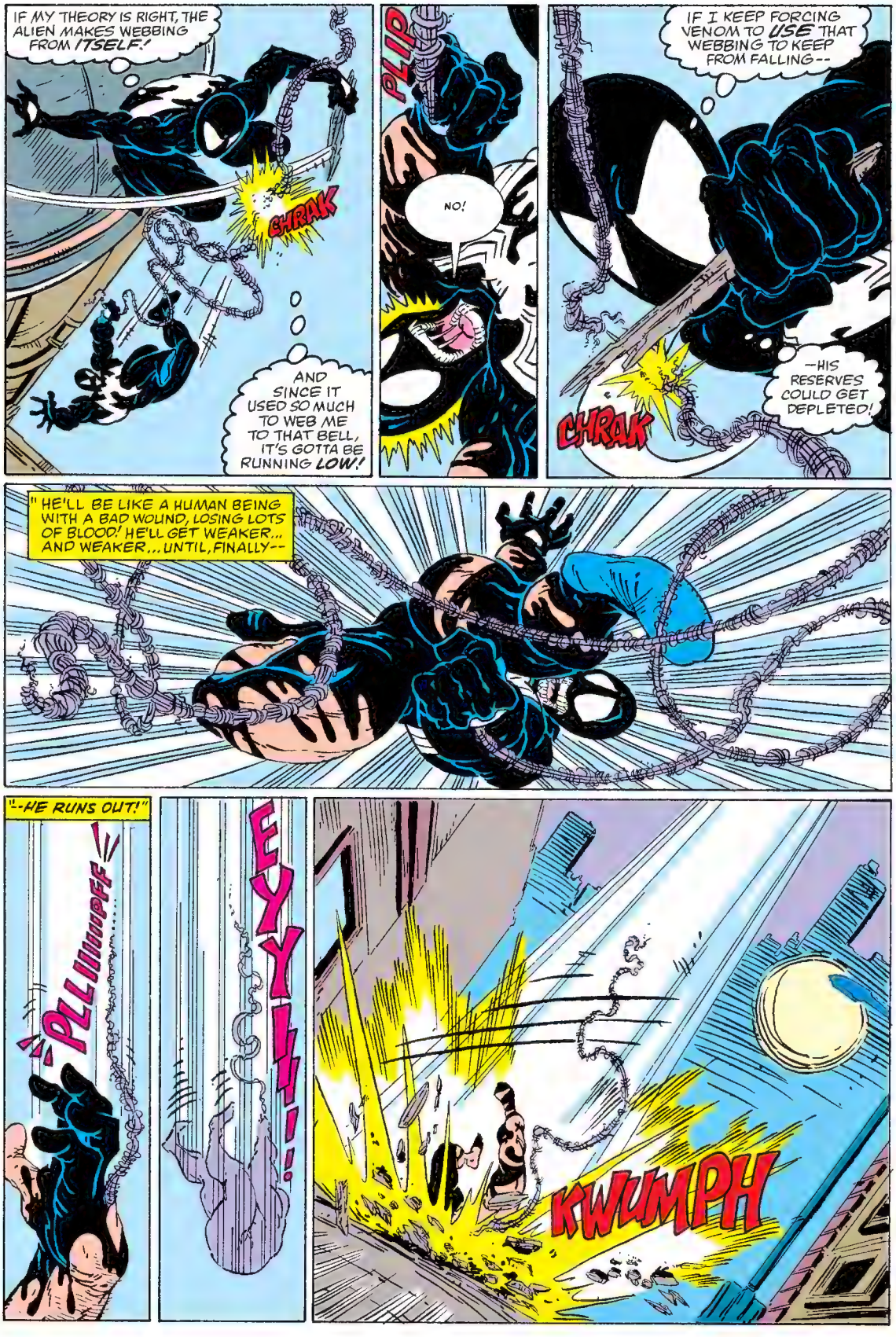

UNKNOWN HOURS PASS.
UUUUUUHH...
WELCOME BACK TO THE LAND OF THE LIVING, SPIDER-MAN! WHAT A PITY YOUR STAY WILL BE SUCH A SHORT ONE!
WHA-- LORD!
APROPOS SENTIMENTS, CONSIDERING THE CIRCUM-STANCES.
JUST AS MY ALTERED GARB IS APPROPRIATE. AFTER ALL, WE ARE, IN A MANNER OF SPEAKING, ABOUT TO EXORCISE--
-- A DEMON!
HIH HEEE HA HA HA!

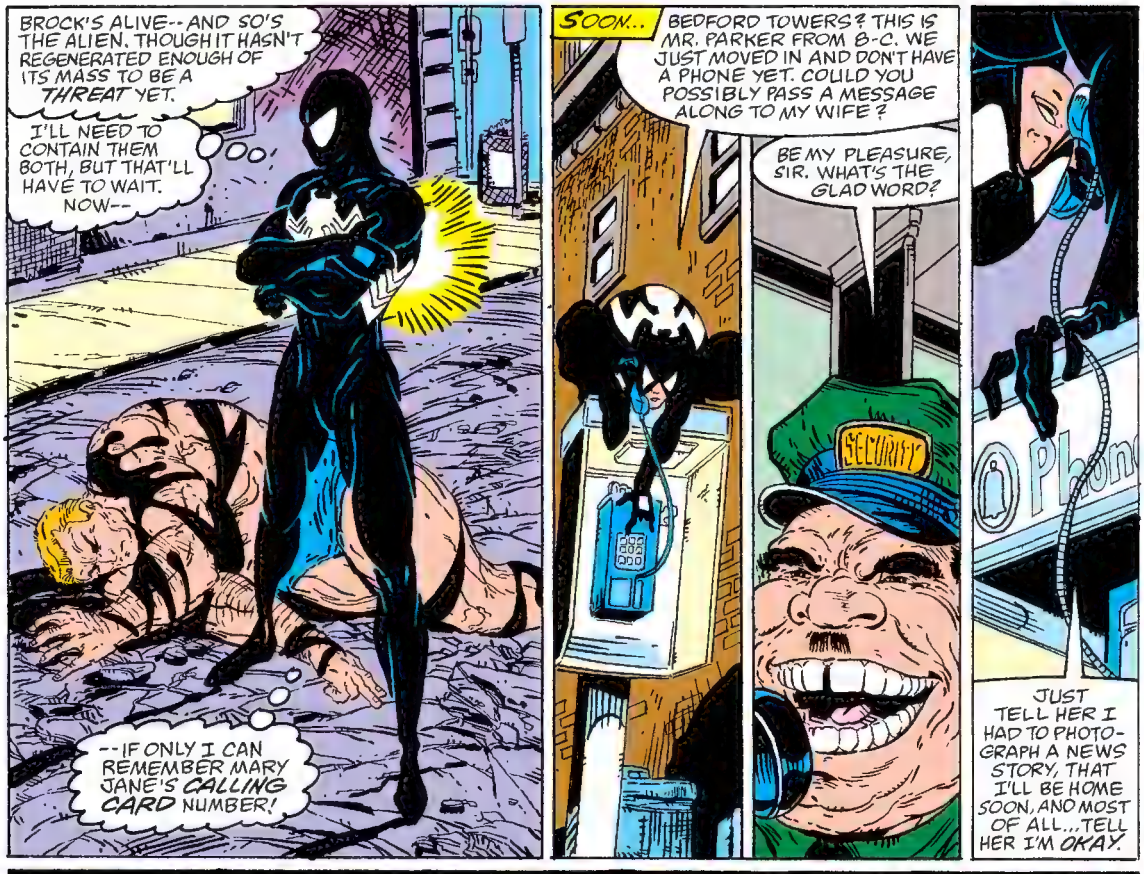

YOU TRIED TO KILL MY "SHADOW" WITH THESE BELLS, SPIDER-MAN! IT SEEMS ONLY FAIR THAT NOW THEY SHOULD KILL YOU!
THE CENTRAL BELL IS ABOUT TO TOLL MIDNIGHT-- BUT YOU'LL BE GUT JAM BY THE TIME IT STRIKES TWO!
WE MUST LEAVE.
WHEN THE CLAPPER SQUISHES THROUGH TO BARE METAL, THE NOISE COULD BE PAINFUL TO US. BUT I PROMISE--
--WE'LL RETURN TO VIEW THE REMAINS!
VENOM'S WEBBING'S AS STRONG AS MINE! MUST'VE USED GALLONS OF IT TO WEB ME TO THIS BELL!
CAN HARDLY MOVE! HAVE TO FIGURE SOME WAY TO--
--HUH? IN THE DISTANCE! OTHER BELLS STARTING TO TOLL! BUT THAT MEANS--
--AW, GEEZ! CLAPPER'S PULLING BACK!
NO TIME TO BE FANCY! GOTTA USE BRUTE STRENGTH!
TRY TO LUNGE PUSH ONE HAND THROUGH! L-LIKE TRYING... TO SCRATCH THROUGH... A CAST IRON GLOVE!
B-BUT... IT'S THE ONLY... CHANCE... I'VE--

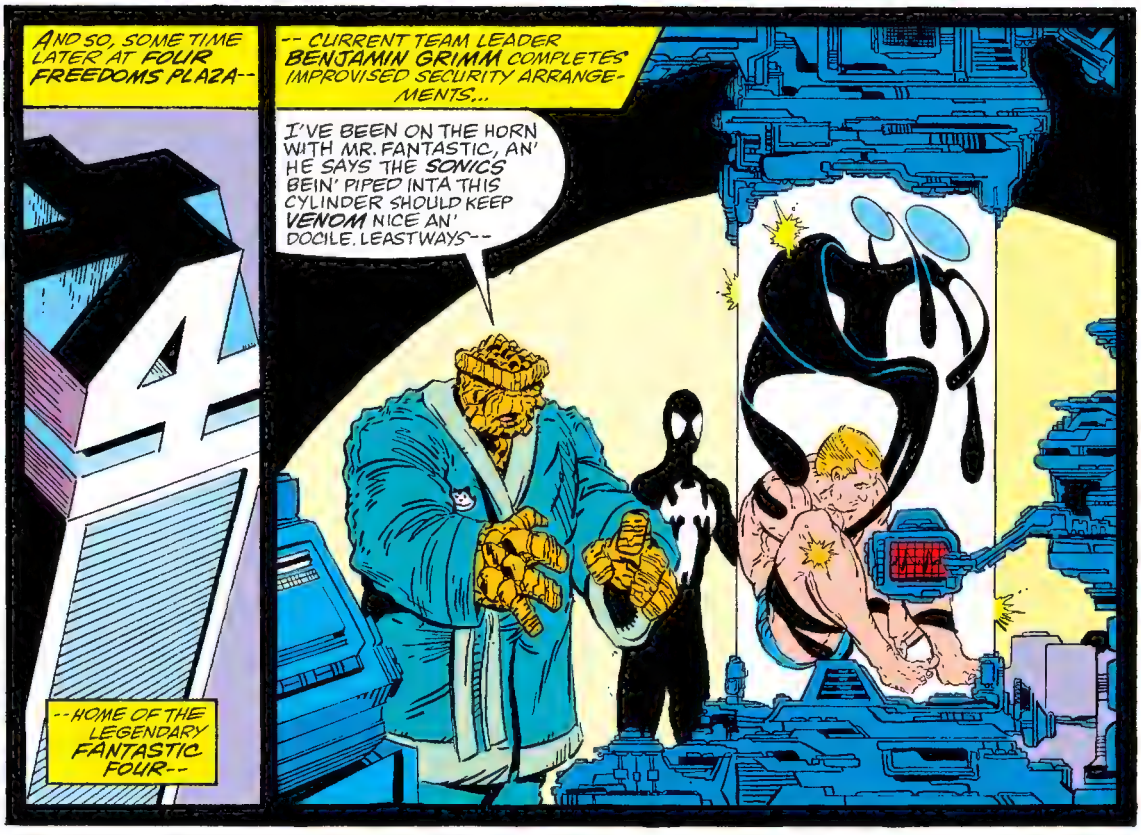
WHEW
STOPPED IT ONCE. BUT HOW MANY TIMES CAN I PULL THAT STUNT--
-- BEFORE THE BONES IN MY HAND ARE CRUSHED TO POWDER?
STRANGE. WE SHOULD HAVE HEARD SOMETHING BY NOW.
A CRUNCH, A SCREAM... SOMETHING!
AGH!
NOW OR NEVER! WON'T BE ABLE TO STOP IT AGAIN!
MAYBE I DON'T HAVE THE STRENGTH TO PULL MYSELF FROM THIS WEBBING IN TIME, BUT I'LL BET MY GOOD RIGHT ARM THAT THE AUTOMATED BELL-RINGING MACHINERY--

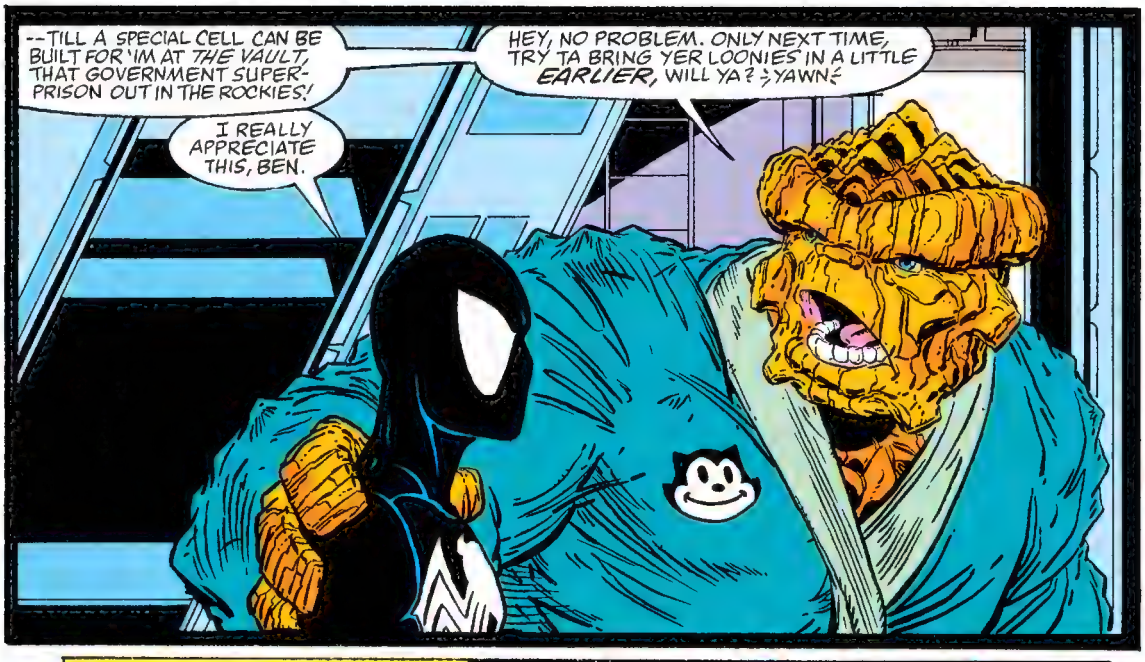

--DOES!
RETRACTING CLAPPER YANKED ME FREE!
THANK HEAVEN! ARM FEELS LIKE IT'S BEEN THE MAIN EVENT AT A TAFFY PULL! BUT AT LEAST I'M--
BLONG!
EYIIIIGH! F-FORGOT ABOUT THE TOLLING!
THAT WAS FOUL, SPIDER-MAN! CHEAP AND BEGGARLY!
YOU BROKE THE RULES! NOW--
--YOU'LL HAVE TO BE PUNISHED!
I COULD STAY HERE, LET THE BELLS DO THE TRICK--
--BUT THAT COULD KILL ME, TOO!
GOTTA GET ROOM TO BREATHE--
--SO I CAN KEEP ON BREATHING!
BLONG

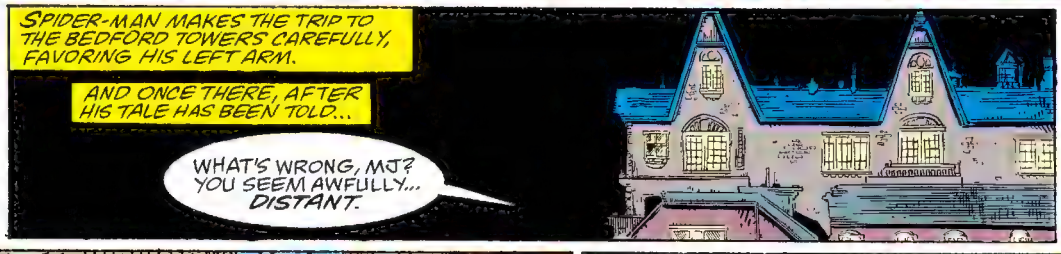

THINK, SPIDEY! HOW CAN YOU FIGHT THIS GUY? HE HAS THE SAME POWERS AS YOU, THE SAME WEBBING, THE SAME-- WAIT! HE DOESN'T HAVE THE SAME WEBBING!
WHEN I WORE THE ALIEN SUIT, I NEVER NEEDED WEBBING CARTRIDGES! NEVER EVEN KNEW WHERE THE WEBBING CAME FROM!
AND I REMEMBER PUMA SAYING THE WEBBING WAS ORGANIC!*
THAT COULD MEAN IT'S MADE OF THE ALIEN'S OWN SUB-STANCE, THAT HE REGENERATES IT OVER TIME! AND THAT COULD BE MY KEY--
KRRIK
*IN AMAZING SPIDER-MAN #259--J.S.
--TO SURVIVAL!
BLONG
THWOK
PLIP

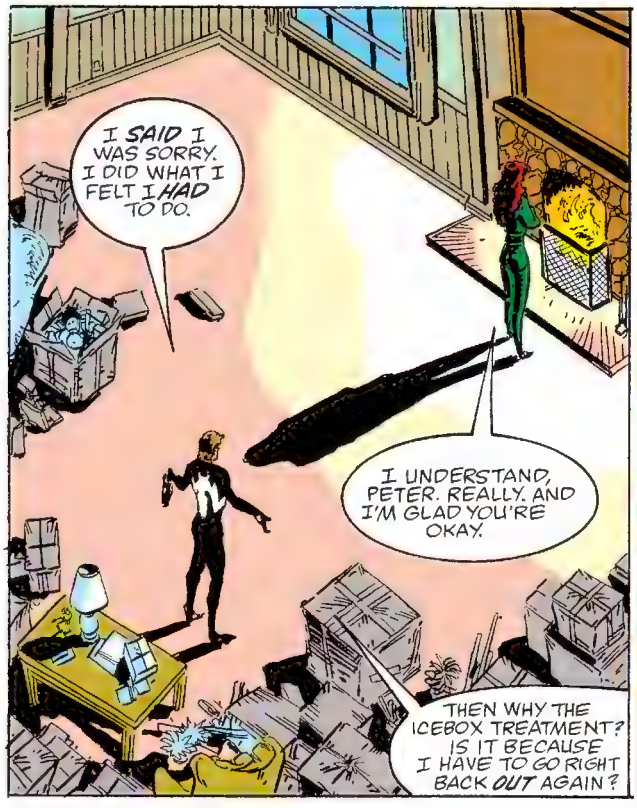

IF MY THEORY IS RIGHT, THE ALIEN MAKES WEBBING FROM ITSELF!
CHRAK
AND SINCE IT USED SO MUCH TO WEB ME TO THAT BELL, IT'S GOTTA BE RUNNING LOW!
PLIP
NO!
IF I KEEP FORCING VENOM TO USE THAT WEBBING TO KEEP FROM FALLING--
--HIS RESERVES COULD GET DEPLETED!
CHRAK
"HE'LL BE LIKE A HUMAN BEING WITH A BAD WOUND, LOSING LOTS OF BLOOD! HE'LL GET WEAKER... AND WEAKER... UNTIL, FINALLY--
"--HE RUNS OUT!"
PLLIIIIIIPFF
EYYIII!!
KWUMPH

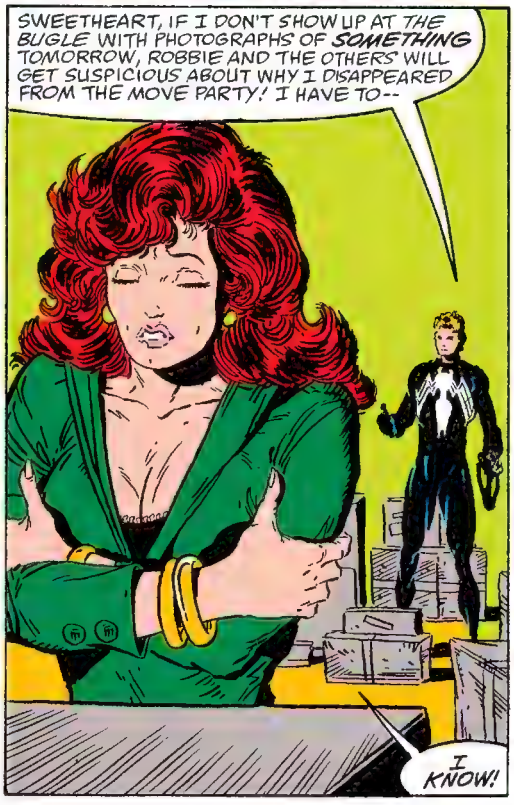

BROCK'S ALIVE--AND SO'S THE ALIEN. THOUGH IT HASN'T REGENERATED ENOUGH OF ITS MASS TO BE A THREAT YET.
I'LL NEED TO CONTAIN THEM BOTH, BUT THAT'LL HAVE TO WAIT. NOW--
--IF ONLY I CAN REMEMBER MARY JANE'S CALLING CARD NUMBER!
SOON...
BEDFORD TOWERS? THIS IS MR. PARKER FROM B-C. WE JUST MOVED IN AND DON'T HAVE A PHONE YET. COULD YOU POSSIBLY PASS A MESSAGE ALONG TO MY WIFE?
BE MY PLEASURE, SIR. WHAT'S THE GLAD WORD?
SECURITY
JUST TELL HER I HAD TO PHOTOGRAPH A NEWS STORY, THAT I'LL BE HOME SOON, AND MOST OF ALL...TELL HER I'M OKAY.

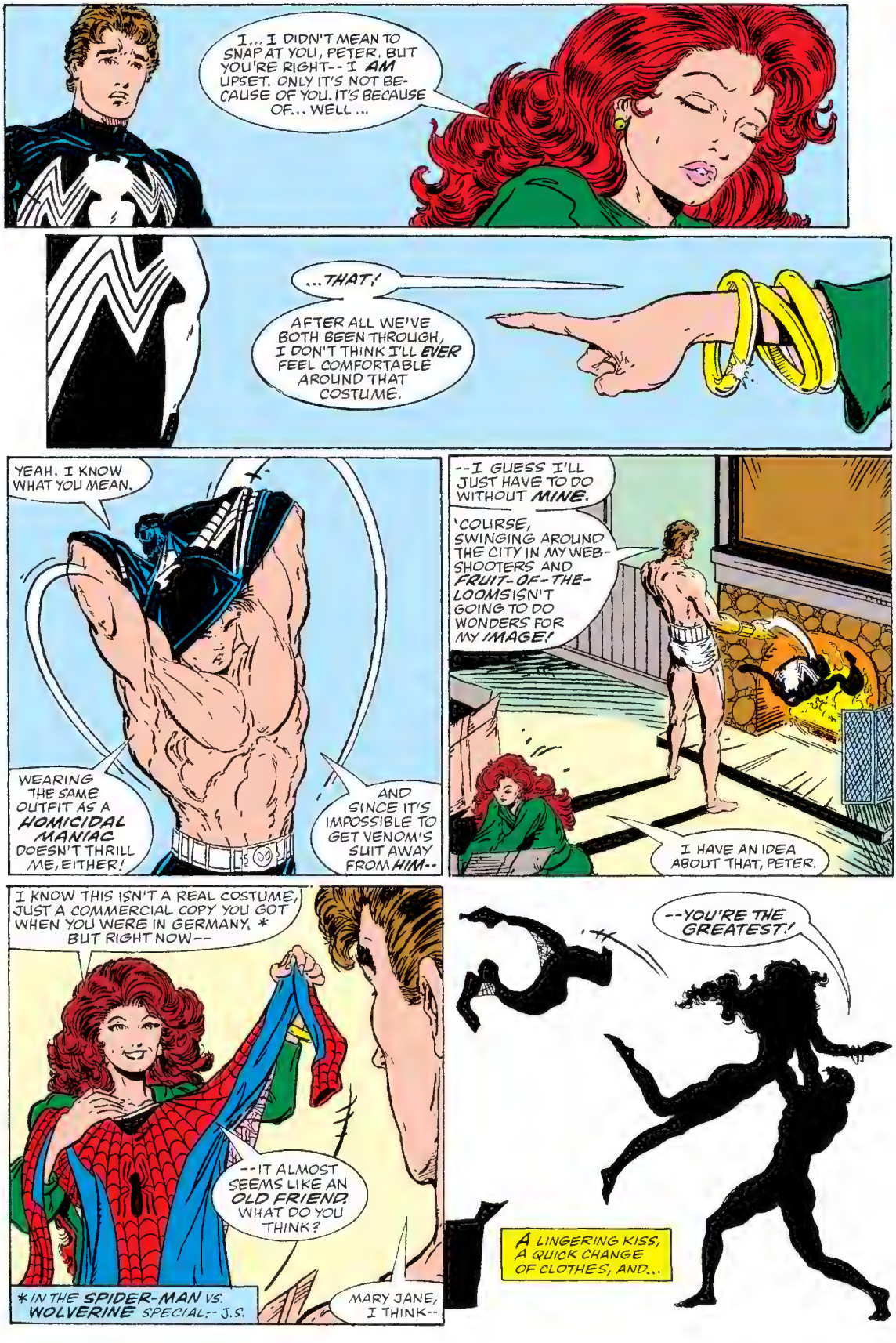

AND SO, SOME TIME LATER AT FOUR FREEDOMS PLAZA--
--HOME OF THE LEGENDARY FANTASTIC FOUR--
-- CURRENT TEAM LEADER BENJAMIN GRIMM COMPLETES IMPROVISED SECURITY ARRANGEMENTS...
I'VE BEEN ON THE HORN WITH MR. FANTASTIC, AN' HE SAYS THE SONICS BEIN' PIPED INTA THIS CYLINDER SHOULD KEEP VENOM NICE AN' DOCILE. LEASTWAYS--

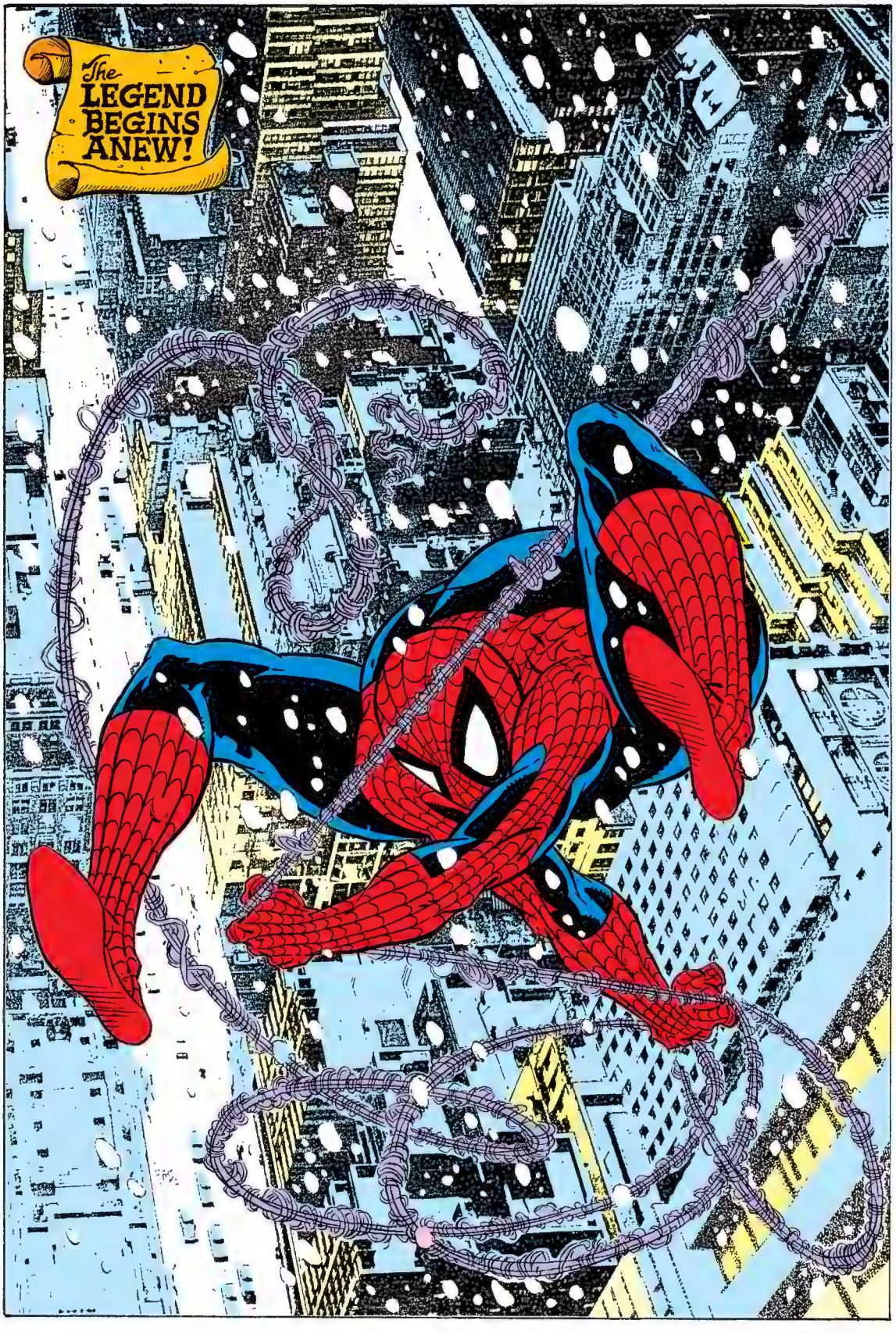

--TILL A SPECIAL CELL CAN BE BUILT FOR 'IM AT THE VAULT, THAT GOVERNMENT SUPER-PRISON OUT IN THE ROCKIES!
I REALLY APPRECIATE THIS, BEN.
HEY, NO PROBLEM. ONLY NEXT TIME, TRY TA BRING YER LOONIES IN A LITTLE EARLIER, WILL YA? ...YAWN...

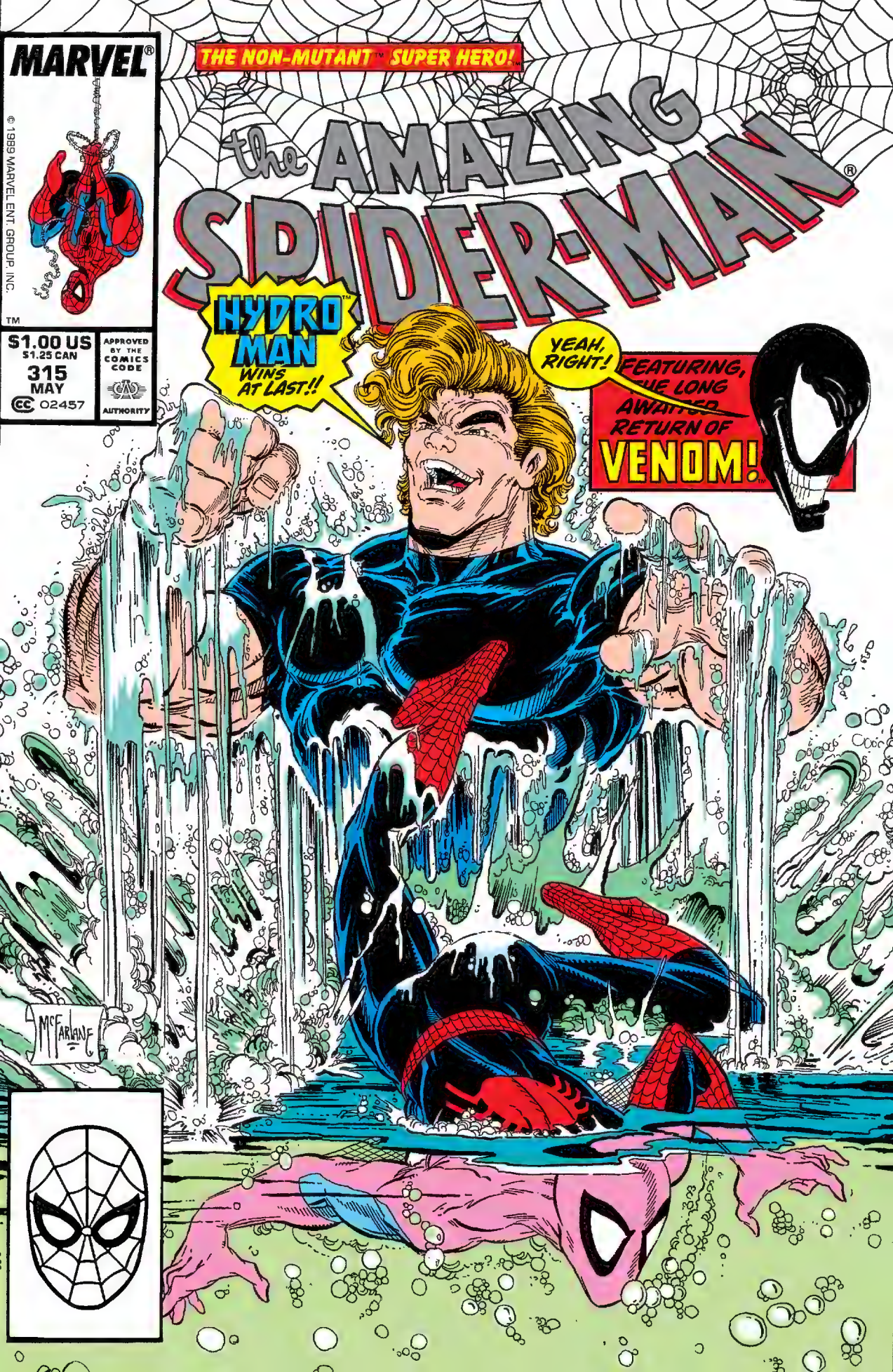

SPIDER-MAN MAKES THE TRIP TO THE BEDFORD TOWERS CAREFULLY, FAVORING HIS LEFT ARM.
AND ONCE THERE, AFTER HIS TALE HAS BEEN TOLD...
WHAT'S WRONG, MJ? YOU SEEM AWFULLY... DISTANT.


I SAID I WAS SORRY. I DID WHAT I FELT I HAD TO DO.
I UNDERSTAND, PETER. REALLY. AND I'M GLAD YOU'RE OKAY.
THEN WHY THE ICEBOX TREATMENT? IS IT BECAUSE I HAVE TO GO RIGHT BACK OUT AGAIN?


SWEETHEART, IF I DON'T SHOW UP AT THE BUGLE WITH PHOTOGRAPHS OF SOMETHING TOMORROW, ROBBIE AND THE OTHERS WILL GET SUSPICIOUS ABOUT WHY I DISAPPEARED FROM THE MOVE PARTY! I HAVE TO--
I KNOW!


I... I DIDN'T MEAN TO SNAP AT YOU, PETER. BUT YOU'RE RIGHT-- I AM UPSET. ONLY IT'S NOT BECAUSE OF YOU. IT'S BECAUSE OF... WELL ...
...THAT!
AFTER ALL WE'VE BOTH BEEN THROUGH, I DON'T THINK I'LL EVER FEEL COMFORTABLE AROUND THAT COSTUME.
YEAH. I KNOW WHAT YOU MEAN.
WEARING THE SAME OUTFIT AS A HOMICIDAL MANIAC DOESN'T THRILL ME, EITHER!
AND SINCE IT'S IMPOSSIBLE TO GET VENOM'S SUIT AWAY FROM HIM--
--I GUESS I'LL JUST HAVE TO DO WITHOUT MINE.
'COURSE, SWINGING AROUND THE CITY IN MY WEB-SHOOTERS AND FRUIT-OF-THE-LOOMS ISN'T GOING TO DO WONDERS FOR MY IMAGE!
I HAVE AN IDEA ABOUT THAT, PETER.
I KNOW THIS ISN'T A REAL COSTUME, JUST A COMMERCIAL COPY YOU GOT WHEN YOU WERE IN GERMANY, * BUT RIGHT NOW--
--IT ALMOST SEEMS LIKE AN OLD FRIEND. WHAT DO YOU THINK?
MARY JANE, I THINK--
* IN THE SPIDER-MAN VS. WOLVERINE SPECIAL:-- J.S.
--YOU'RE THE GREATEST!
A LINGERING KISS, A QUICK CHANGE OF CLOTHES, AND...


The LEGEND BEGINS ANEW!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HYDRO MAN™ WINS AT LAST!!
YEAH, RIGHT!
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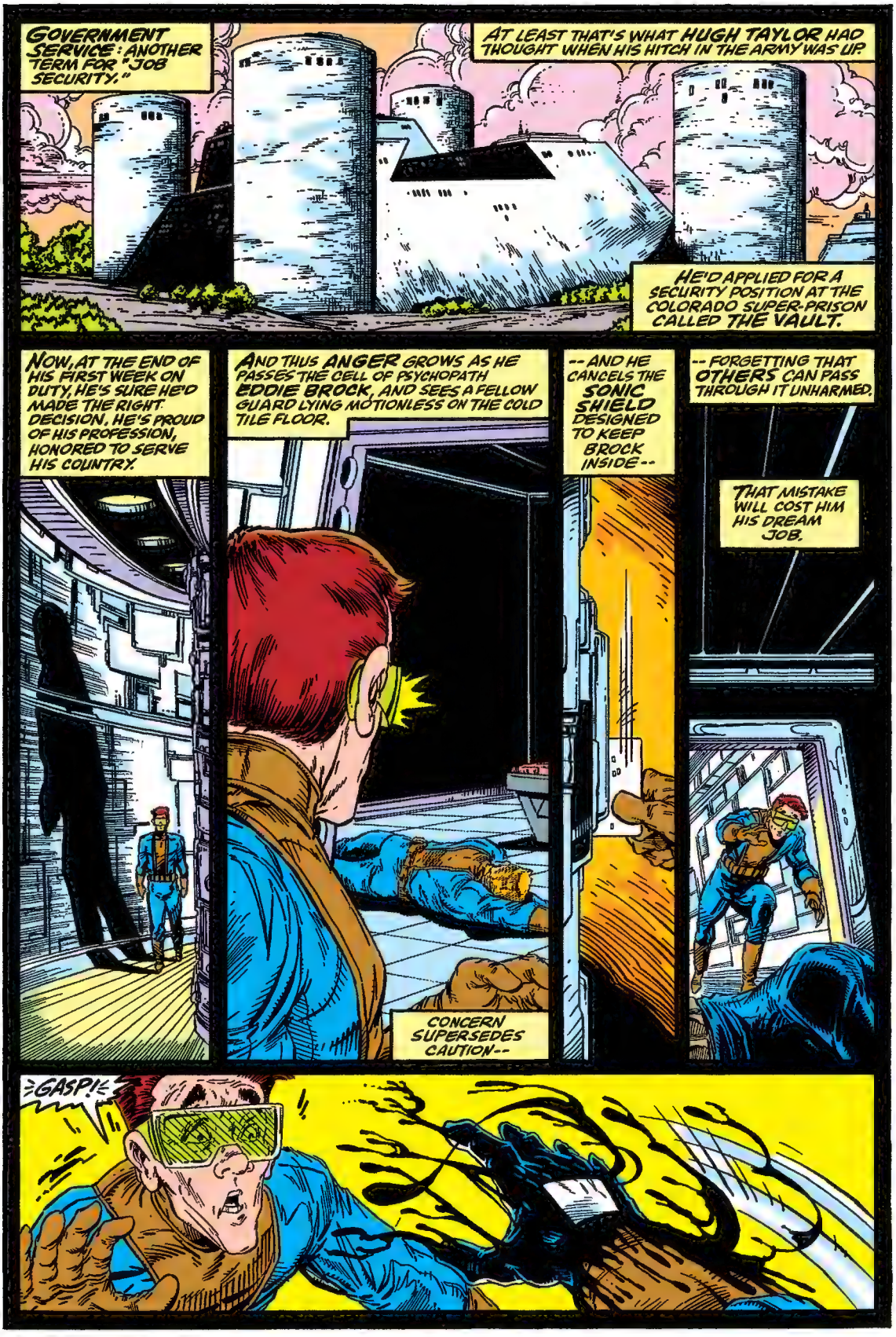
GOVERNMENT SERVICE: ANOTHER TERM FOR "JOB SECURITY."
AT LEAST THAT'S WHAT HUGH TAYLOR HAD THOUGHT WHEN HIS HITCH IN THE ARMY WAS UP.
HE'D APPLIED FOR A SECURITY POSITION AT THE COLORADO SUPER-PRISON CALLED THE VAULT.
NOW, AT THE END OF HIS FIRST WEEK ON DUTY, HE'S SURE HE'D MADE THE RIGHT DECISION. HE'S PROUD OF HIS PROFESSION, HONORED TO SERVE HIS COUNTRY.
AND THUS ANGER GROWS AS HE PASSES THE CELL OF PSYCHOPATH EDDIE BROCK, AND SEES A FELLOW GUARD LYING MOTIONLESS ON THE COLD TILE FLOOR.
CONCERN SUPERSEDES CAUTION--
-- AND HE CANCELS THE SONIC SHIELD DESIGNED TO KEEP BROCK INSIDE--
-- FORGETTING THAT OTHERS CAN PASS THROUGH IT UNHARMED.
THAT MISTAKE WILL COST HIM HIS DREAM JOB.
>GASP!<

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®
AMONG OTHER THINGS...
A MATTER OF LIFE AND DEBT!
HHGGLL GK GGLLA K-K GHHG...
DAVID MICHELINIE WRITER
TODD McFARLANE ARTIST
RICK PARKER LETTERING
BOB SHAREN COLOR
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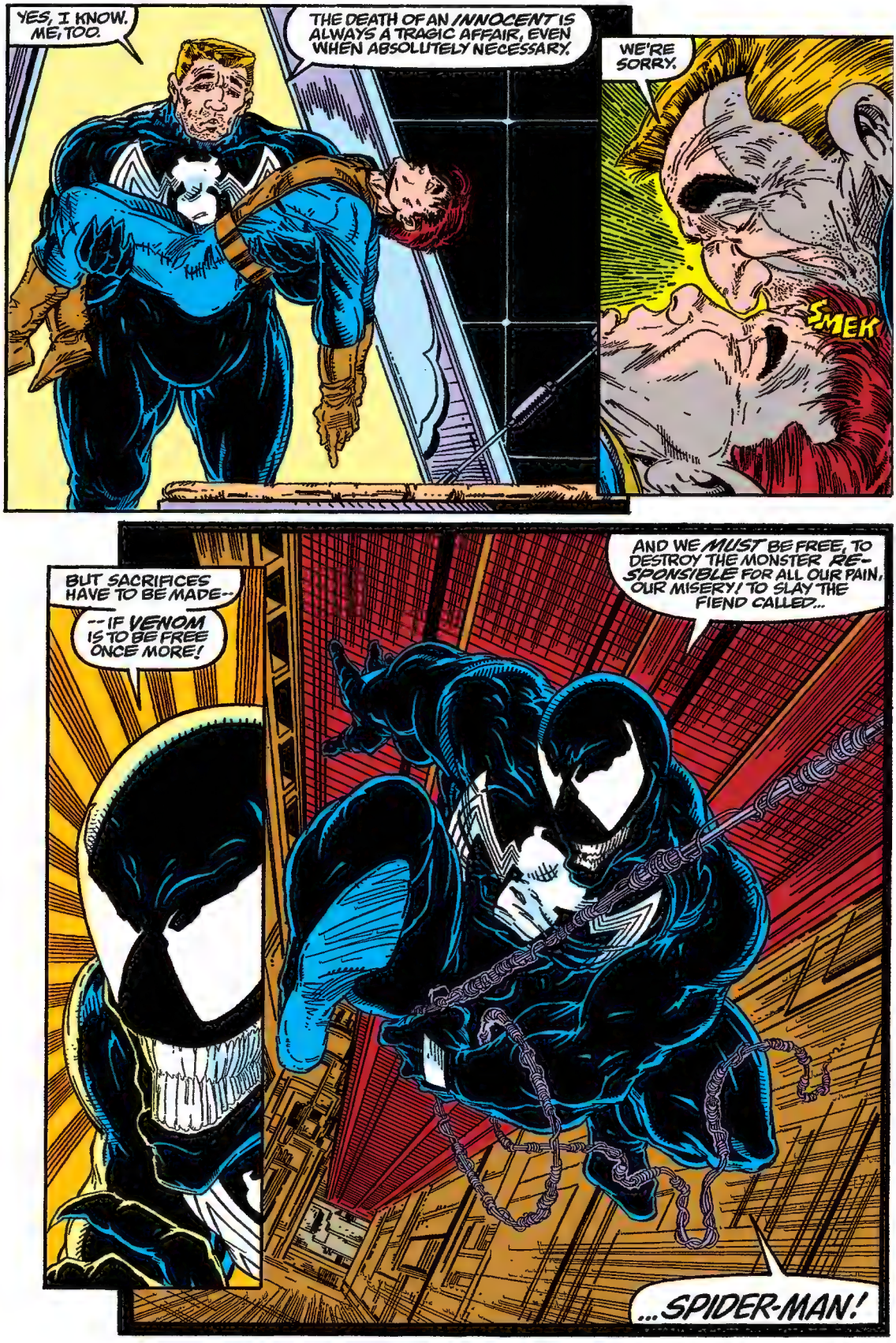
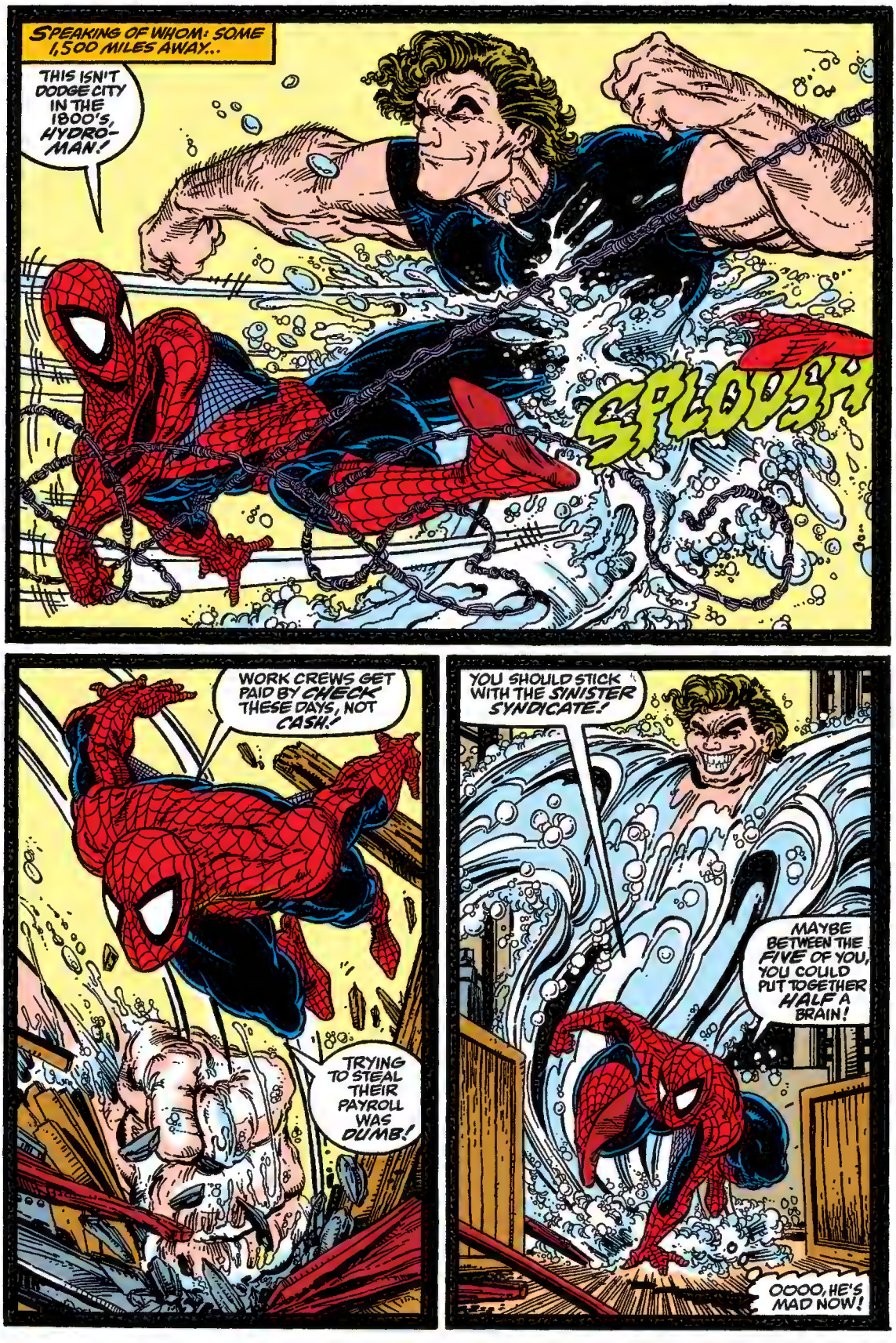
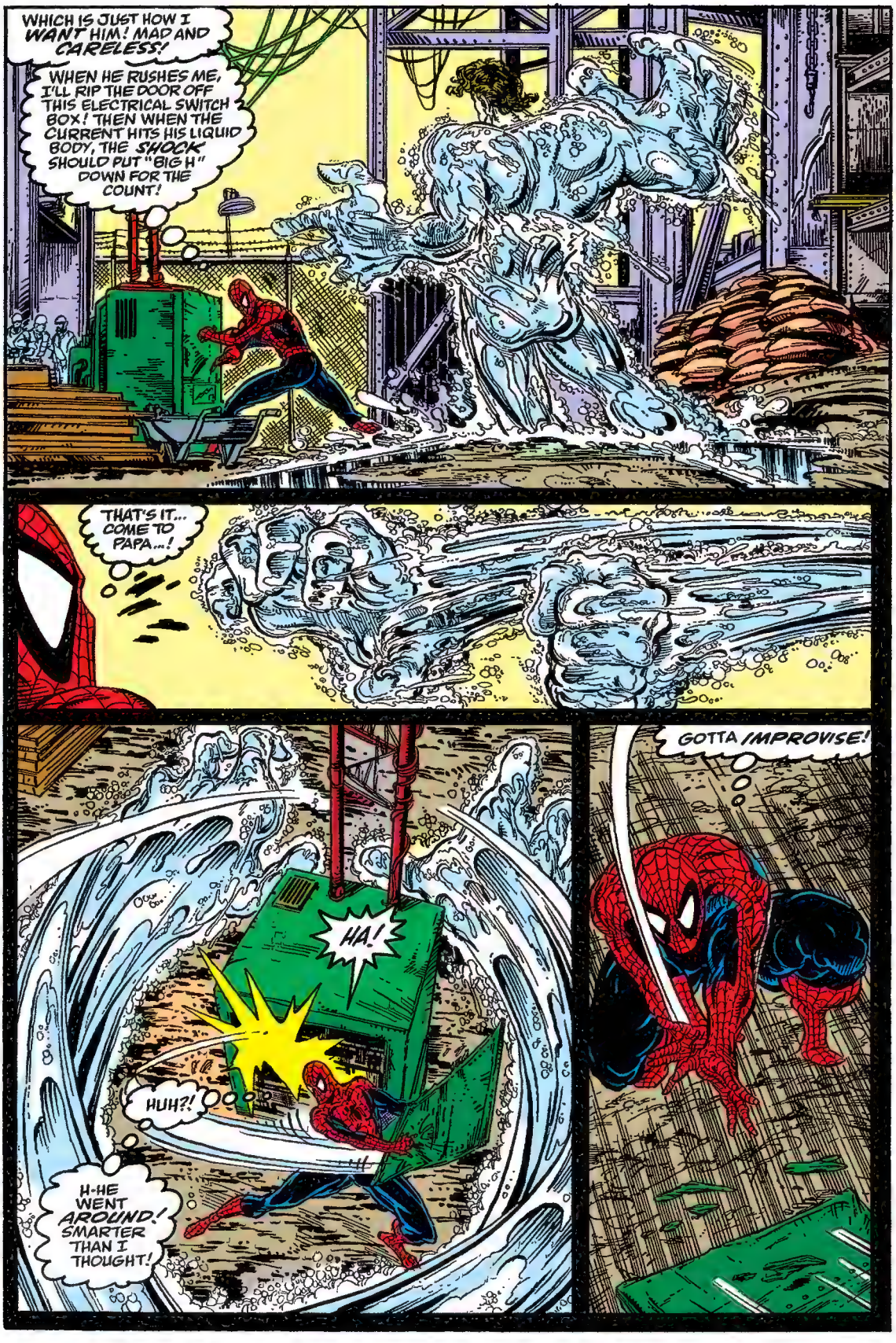
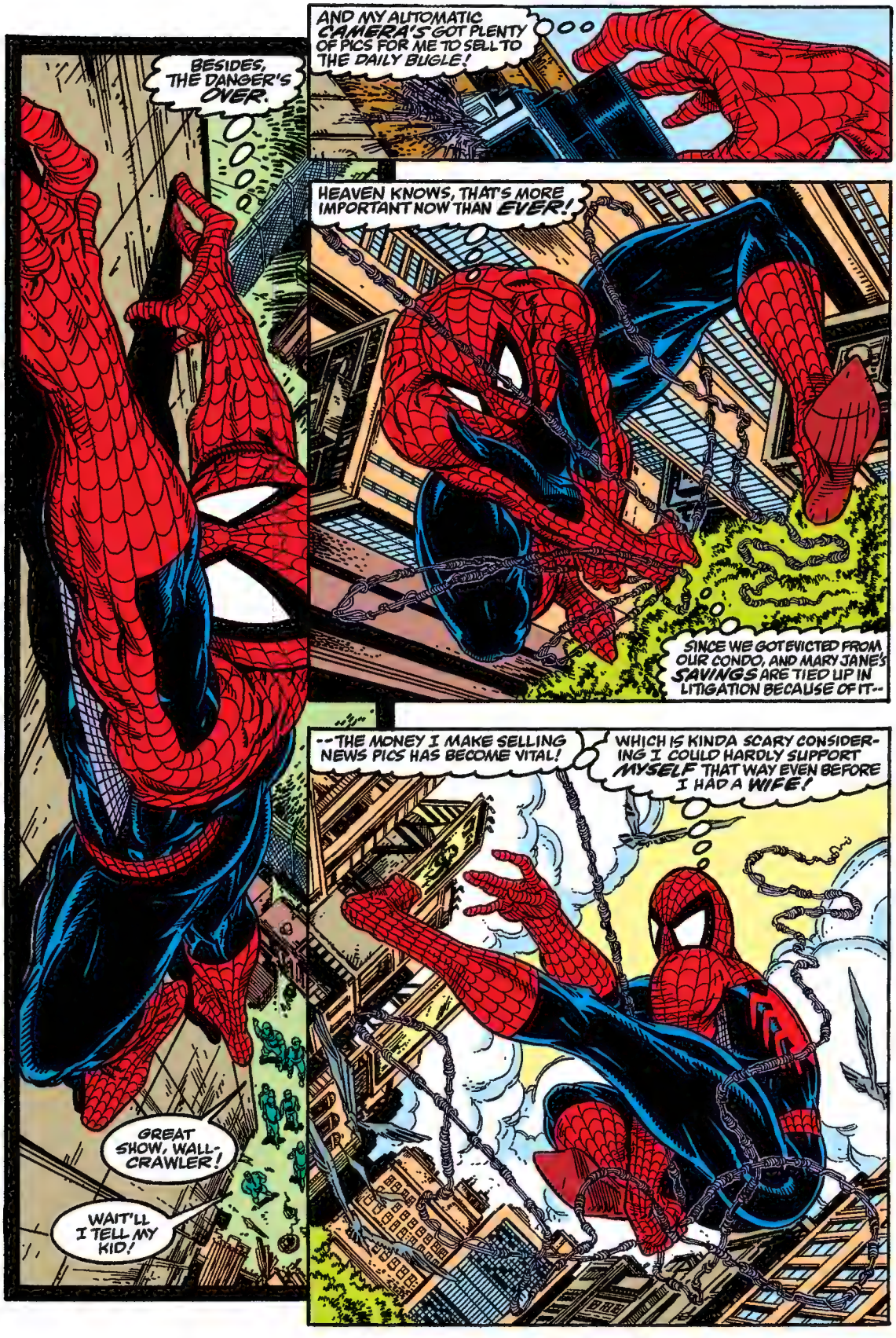
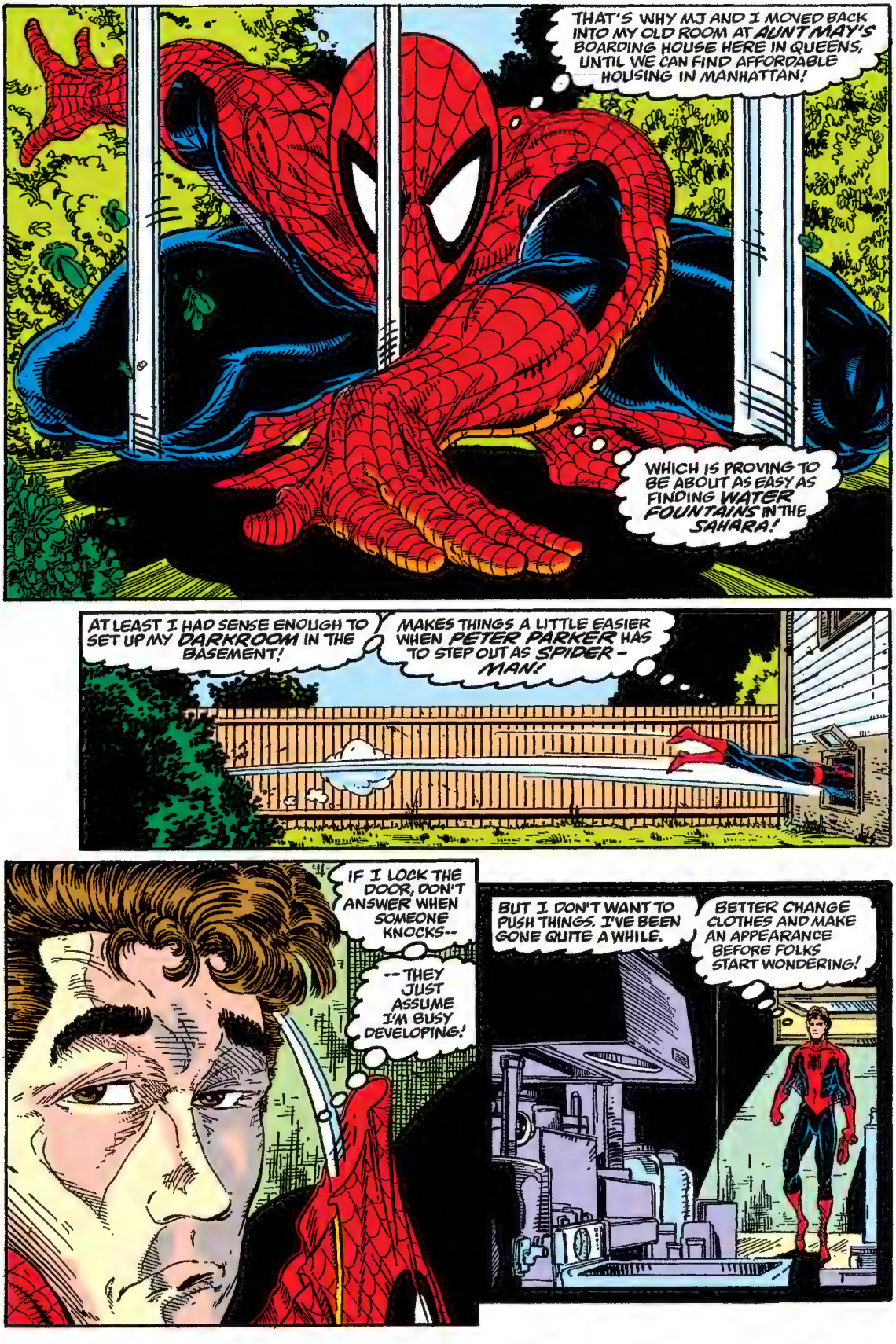

YES, I KNOW. ME, TOO.
THE DEATH OF AN *INNOCENT* IS ALWAYS A TRAGIC AFFAIR, EVEN WHEN ABSOLUTELY NECESSARY.
WE'RE SORRY.
SMEK
BUT SACRIFICES HAVE TO BE MADE--
--IF *VENOM* IS TO BE FREE ONCE MORE!
AND WE *MUST* BE FREE, TO DESTROY THE MONSTER *RESPONSIBLE* FOR ALL OUR PAIN, OUR MISERY! TO SLAY THE FIEND CALLED...
...SPIDER-MAN!

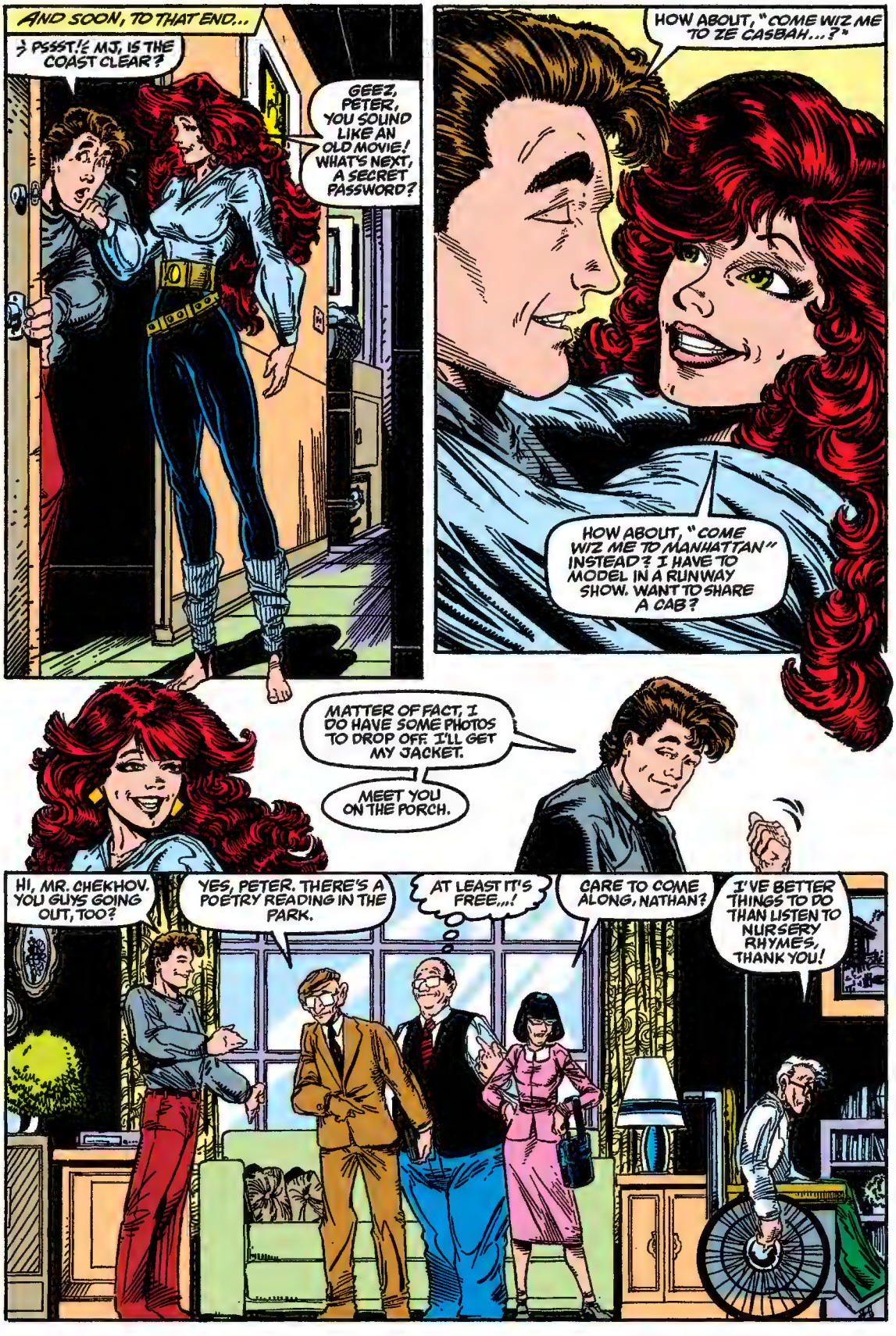

SPEAKING OF WHOM: SOME 1,500 MILES AWAY...
THIS ISN'T DODGE CITY IN THE 1800's, HYDRO-MAN!
SPLOOSH
WORK CREWS GET PAID BY CHECK THESE DAYS, NOT CASH!
TRYING TO STEAL THEIR PAYROLL WAS DUMB!
YOU SHOULD STICK WITH THE SINISTER SYNDICATE!
MAYBE BETWEEN THE FIVE OF YOU, YOU COULD PUT TOGETHER HALF A BRAIN!
OOOO, HE'S MAD NOW!

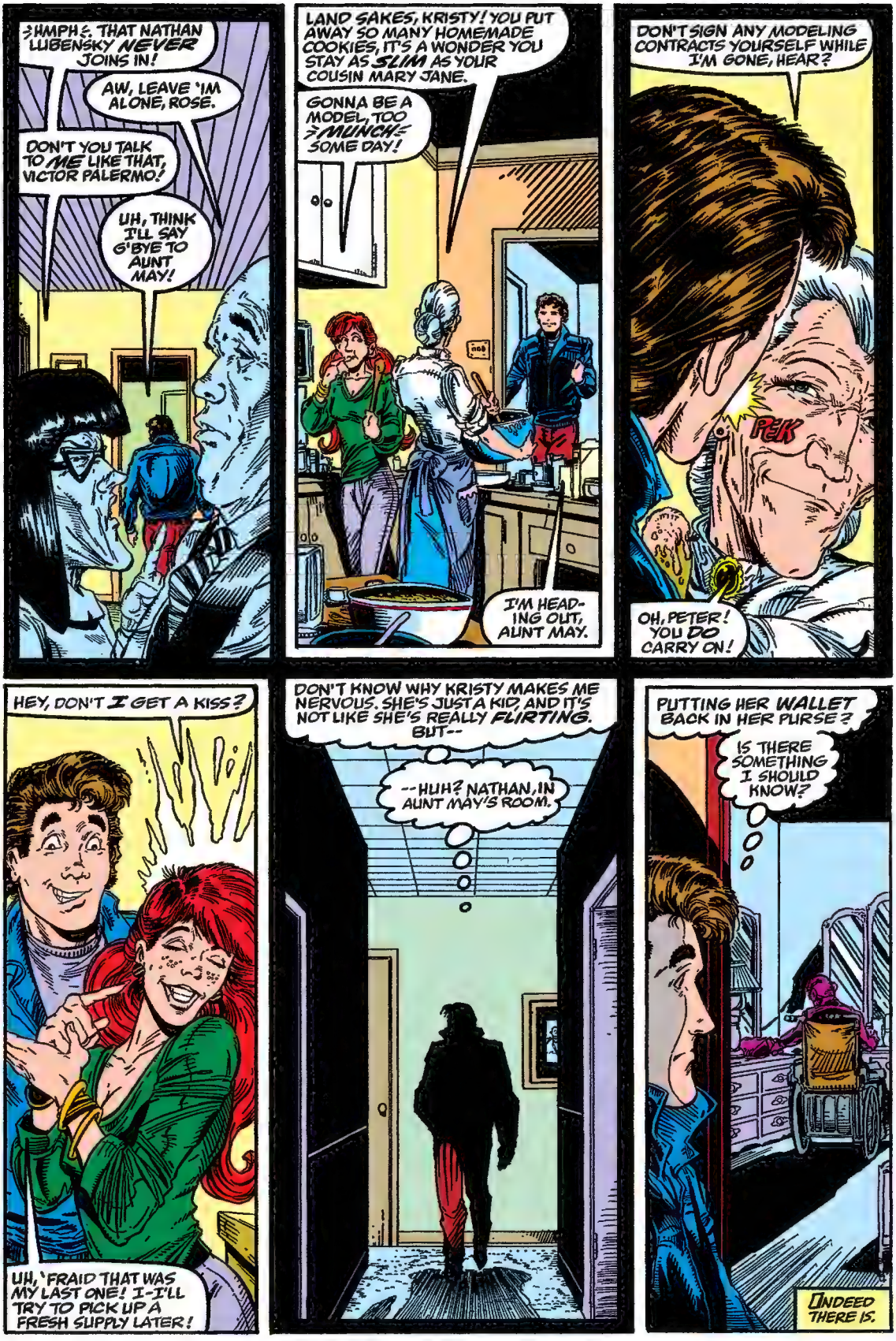

WHICH IS JUST HOW I WANT HIM! MAD AND CARELESS!
WHEN HE RUSHES ME, I'LL RIP THE DOOR OFF THIS ELECTRICAL SWITCH BOX! THEN WHEN THE CURRENT HITS HIS LIQUID BODY, THE SHOCK SHOULD PUT "BIG H" DOWN FOR THE COUNT!
THAT'S IT... COME TO PAPA...!
HA!
HUH?!
H-HE WENT AROUND! SMARTER THAN I THOUGHT!
GOTTA IMPROVISE!

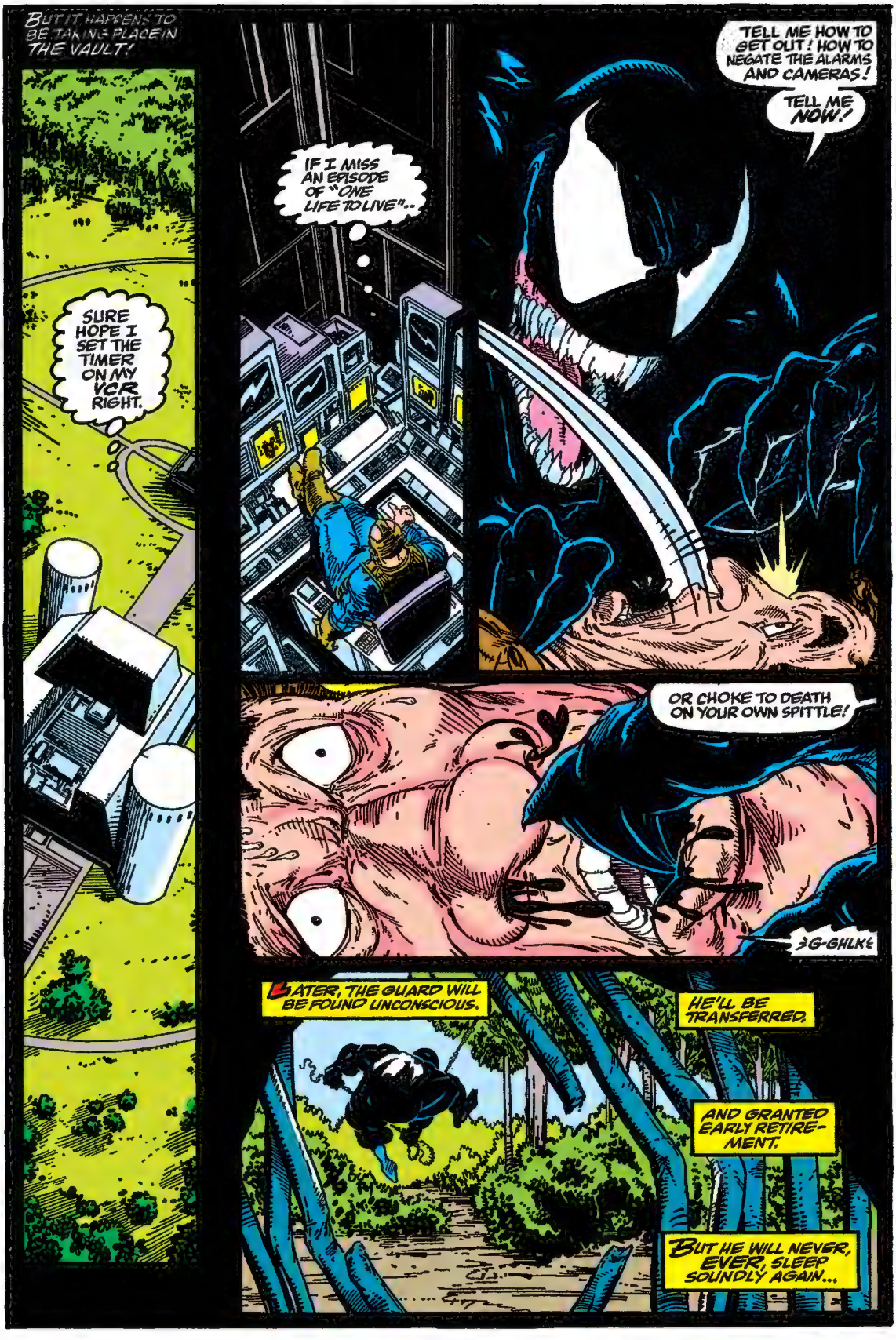
YOU AIN'T SO SWIFT Y'SELF, WEB-SLINGER! ALL THAT DOOR DID WAS PASS THROUGH ME AN' TEAR INTA SOME BAGS OF--
--CEMENT?
ICK!
M-MIXIN' WITH MY BODY! I'M TURNIN' LUMPY!
GOTTA DILUTE IT WITH MORE WATER, 'FORE IT STARTS TA HARDEN!
HEY, SPIDER-MAN! HE'S SLIPPIN' DOWN THAT STORM DRAIN!
I SEE HIM!
BUT I'M NOT GOING AFTER HIM!
HE'S COMBINED WITH THE DRAINAGE FLOW BY NOW! COULD BE ANYWHERE!

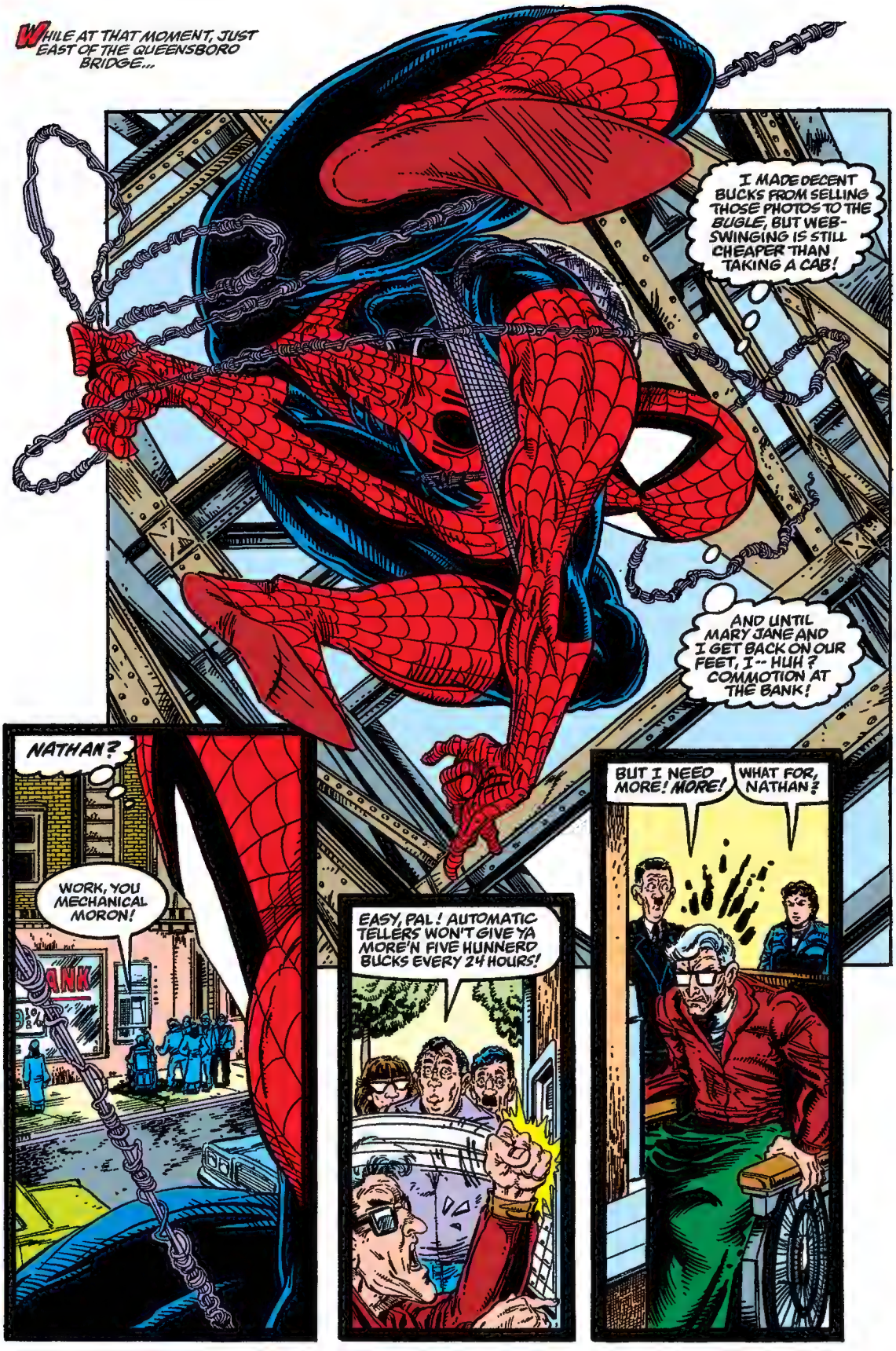

BESIDES, THE DANGER'S OVER.
AND MY AUTOMATIC CAMERA'S GOT PLENTY OF PICS FOR ME TO SELL TO THE DAILY BUGLE!
HEAVEN KNOWS, THAT'S MORE IMPORTANT NOW THAN EVER!
SINCE WE GOT EVICTED FROM OUR CONDO, AND MARY JANE'S SAVINGS ARE TIED UP IN LITIGATION BECAUSE OF IT--
--THE MONEY I MAKE SELLING NEWS PICS HAS BECOME VITAL!
WHICH IS KINDA SCARY CONSIDERING I COULD HARDLY SUPPORT MYSELF THAT WAY EVEN BEFORE I HAD A WIFE!
GREAT SHOW, WALL-CRAWLER!
WAIT'LL I TELL MY KID!

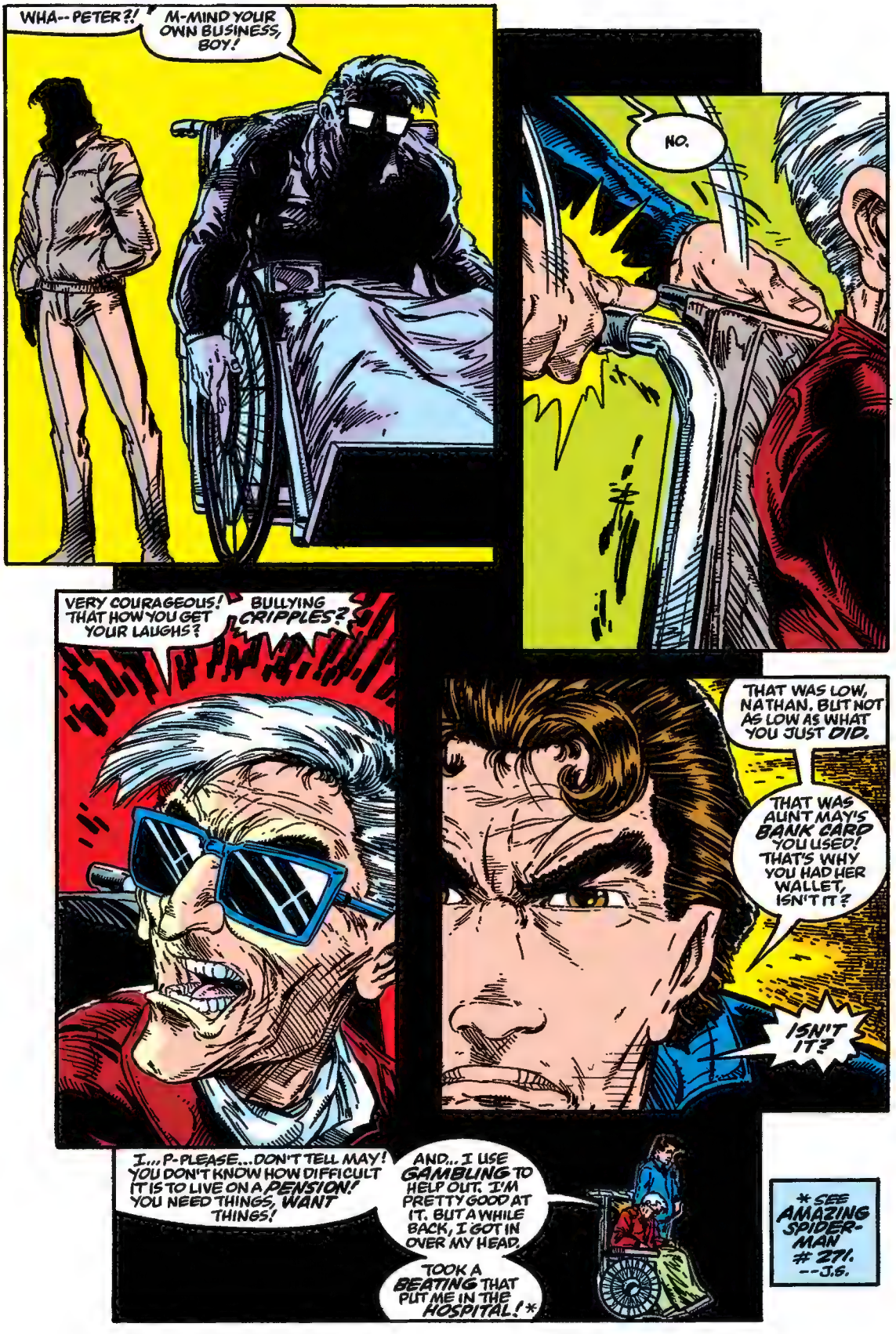

THAT'S WHY MJ AND I MOVED BACK INTO MY OLD ROOM AT AUNT MAY'S BOARDING HOUSE HERE IN QUEENS, UNTIL WE CAN FIND AFFORDABLE HOUSING IN MANHATTAN!
WHICH IS PROVING TO BE ABOUT AS EASY AS FINDING WATER FOUNTAINS IN THE SAHARA!
AT LEAST I HAD SENSE ENOUGH TO SET UP MY DARKROOM IN THE BASEMENT!
MAKES THINGS A LITTLE EASIER WHEN PETER PARKER HAS TO STEP OUT AS SPIDER-MAN!
IF I LOCK THE DOOR, DON'T ANSWER WHEN SOMEONE KNOCKS--
--THEY JUST ASSUME I'M BUSY DEVELOPING!
BUT I DON'T WANT TO PUSH THINGS. I'VE BEEN GONE QUITE A WHILE.
BETTER CHANGE CLOTHES AND MAKE AN APPEARANCE BEFORE FOLKS START WONDERING!

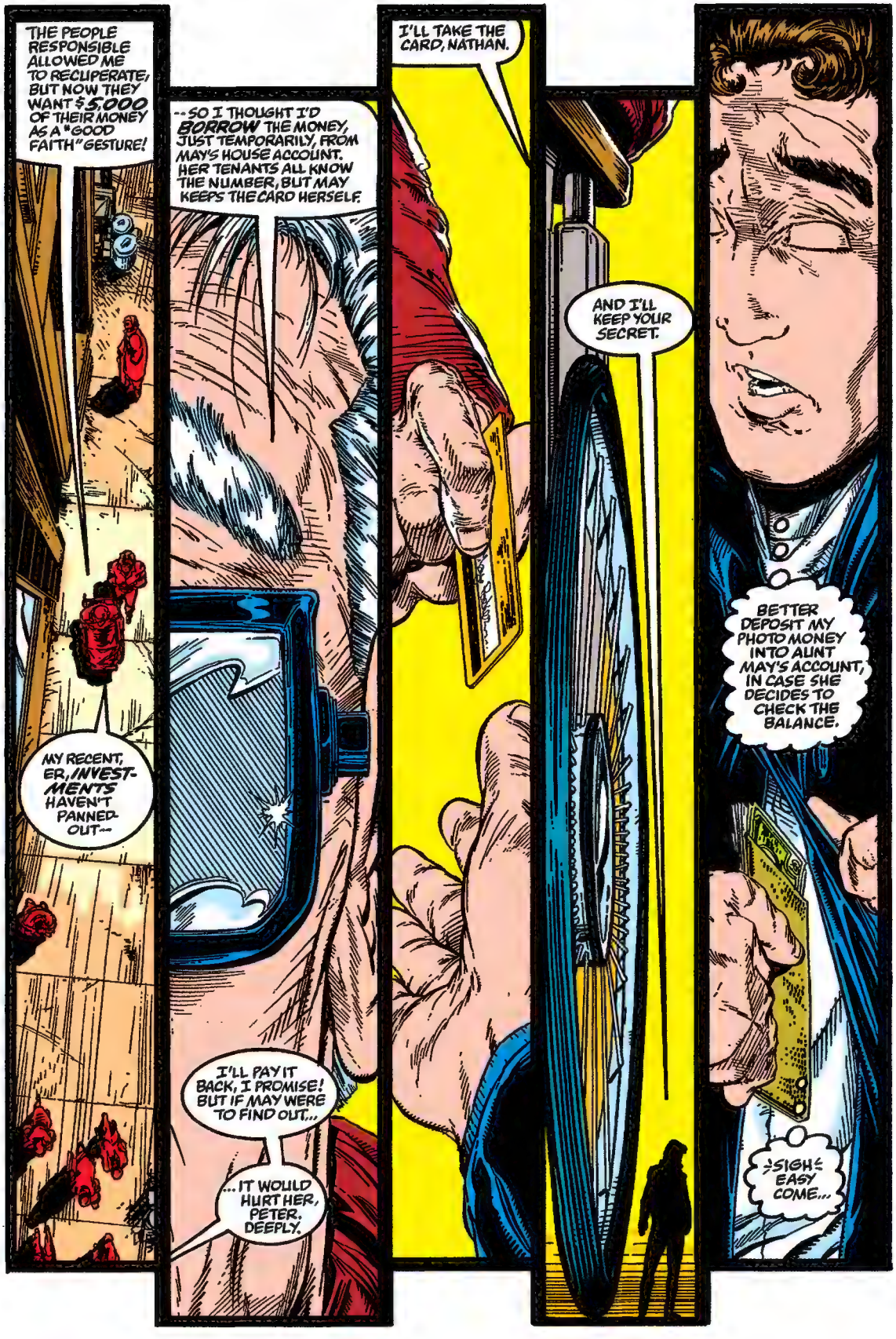

AND SOON, TO THAT END...
PSSST! MJ, IS THE COAST CLEAR?
GEEZ, PETER, YOU SOUND LIKE AN OLD MOVIE! WHAT'S NEXT, A SECRET PASSWORD?
HOW ABOUT, "COME WIZ ME TO ZE CASBAH...?"
HOW ABOUT, "COME WIZ ME TO MANHATTAN" INSTEAD? I HAVE TO MODEL IN A RUNWAY SHOW. WANT TO SHARE A CAB?
MATTER OF FACT, I DO HAVE SOME PHOTOS TO DROP OFF. I'LL GET MY JACKET.
MEET YOU ON THE PORCH.
HI, MR. CHEKHOV. YOU GUYS GOING OUT, TOO?
YES, PETER. THERE'S A POETRY READING IN THE PARK.
AT LEAST IT'S FREE...!
CARE TO COME ALONG, NATHAN?
I'VE BETTER THINGS TO DO THAN LISTEN TO NURSERY RHYMES, THANK YOU!

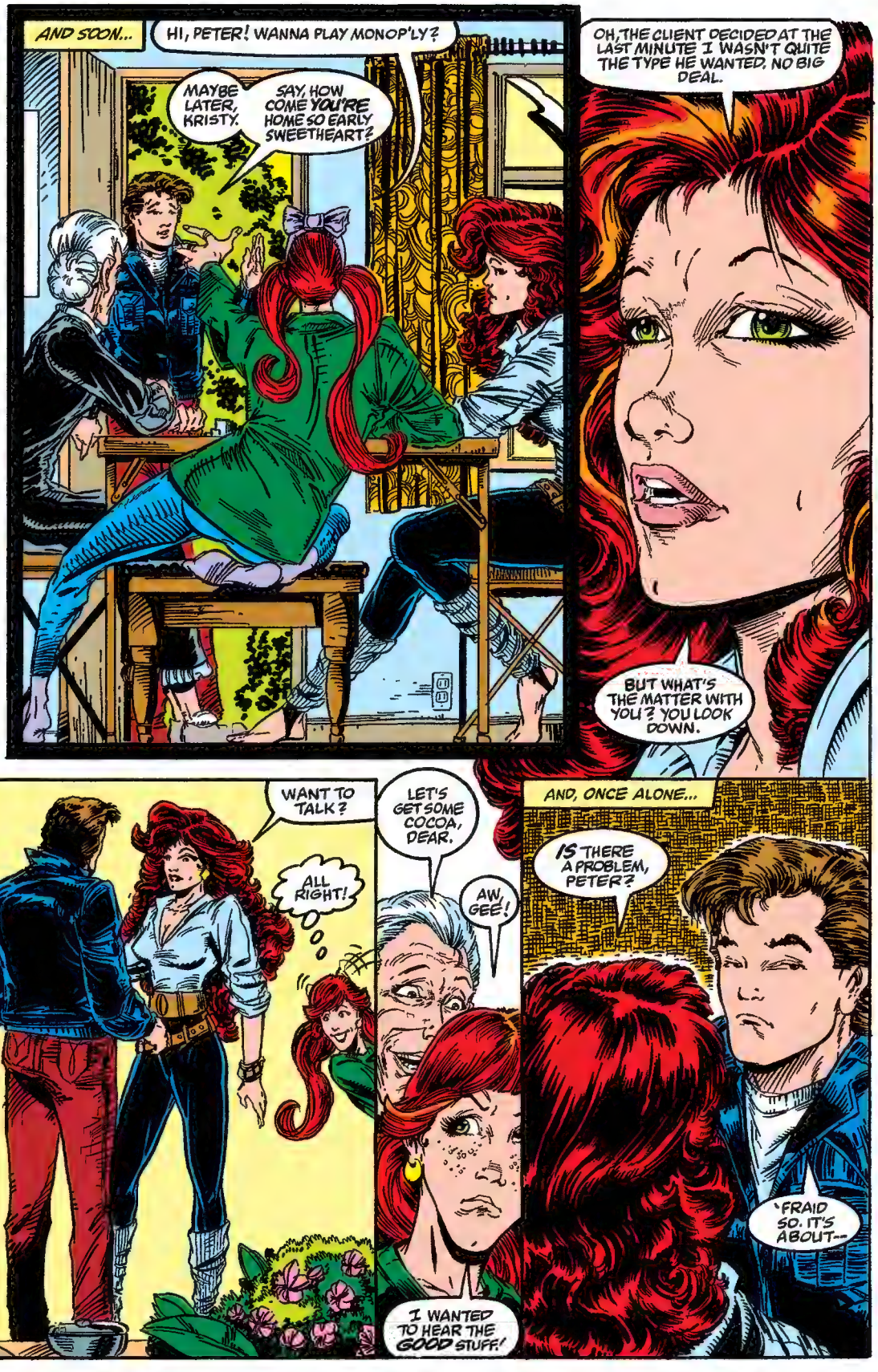

>HMPH<. THAT NATHAN LUBENSKY NEVER JOINS IN!
AW, LEAVE 'IM ALONE, ROSE.
DON'T YOU TALK TO ME LIKE THAT, VICTOR PALERMO!
UH, THINK I'LL SAY G'BYE TO AUNT MAY!
LAND SAKES, KRISTY! YOU PUT AWAY SO MANY HOMEMADE COOKIES, IT'S A WONDER YOU STAY AS SLIM AS YOUR COUSIN MARY JANE.
GONNA BE A MODEL, TOO >MUNCH< SOME DAY!
I'M HEADING OUT, AUNT MAY.
DON'T SIGN ANY MODELING CONTRACTS YOURSELF WHILE I'M GONE, HEAR?
PEK
OH, PETER! YOU DO CARRY ON!
HEY, DON'T I GET A KISS?
UH, 'FRAID THAT WAS MY LAST ONE! I-I'LL TRY TO PICK UP A FRESH SUPPLY LATER!
DON'T KNOW WHY KRISTY MAKES ME NERVOUS. SHE'S JUST A KID, AND IT'S NOT LIKE SHE'S REALLY FLIRTING. BUT--
--HUH? NATHAN, IN AUNT MAY'S ROOM.
PUTTING HER WALLET BACK IN HER PURSE?
IS THERE SOMETHING I SHOULD KNOW?
INDEED THERE IS.


BUT IT HAPPENS TO BE TAKING PLACE IN THE VAULT!
SURE HOPE I SET THE TIMER ON MY VCR RIGHT.
IF I MISS AN EPISODE OF "ONE LIFE TO LIVE"..
TELL ME HOW TO GET OUT! HOW TO NEGATE THE ALARMS AND CAMERAS!
TELL ME NOW!
OR CHOKE TO DEATH ON YOUR OWN SPITTLE!
GG-GHLK!
LATER, THE GUARD WILL BE FOUND UNCONSCIOUS.
HE'LL BE TRANSFERRED,
AND GRANTED EARLY RETIREMENT.
BUT HE WILL NEVER, EVER, SLEEP SOUNDLY AGAIN...

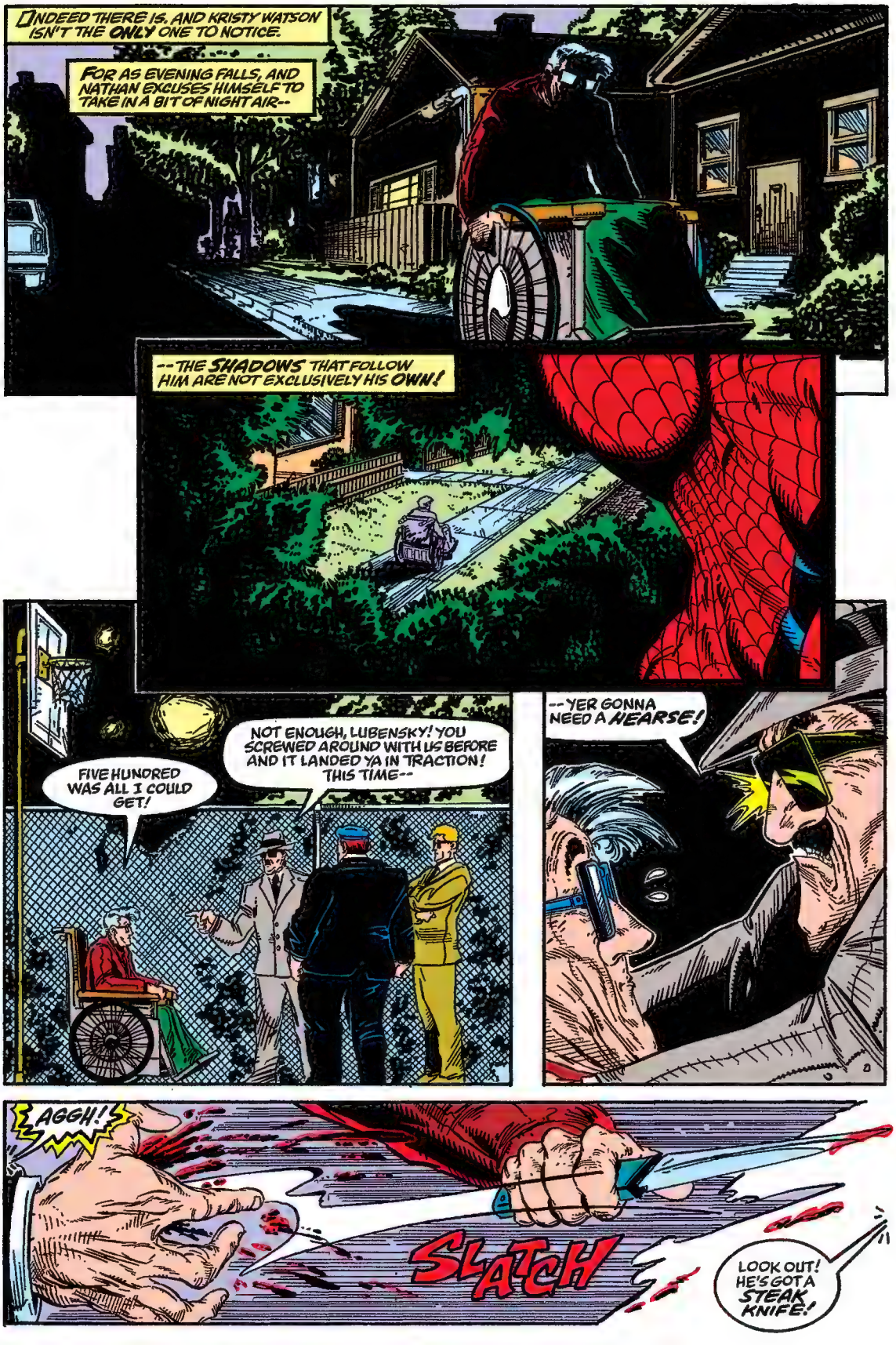

WHILE AT THAT MOMENT, JUST EAST OF THE QUEENSBORO BRIDGE...
I MADE DECENT BUCKS FROM SELLING THOSE PHOTOS TO THE BUGLE, BUT WEB-SWINGING IS STILL CHEAPER THAN TAKING A CAB!
AND UNTIL MARY JANE AND I GET BACK ON OUR FEET, I-- HUH? COMMOTION AT THE BANK!
NATHAN?
WORK, YOU MECHANICAL MORON!
EASY, PAL! AUTOMATIC TELLERS WON'T GIVE YA MORE'N FIVE HUNNERD BUCKS EVERY 24 HOURS!
BUT I NEED MORE! MORE!
WHAT FOR, NATHAN?

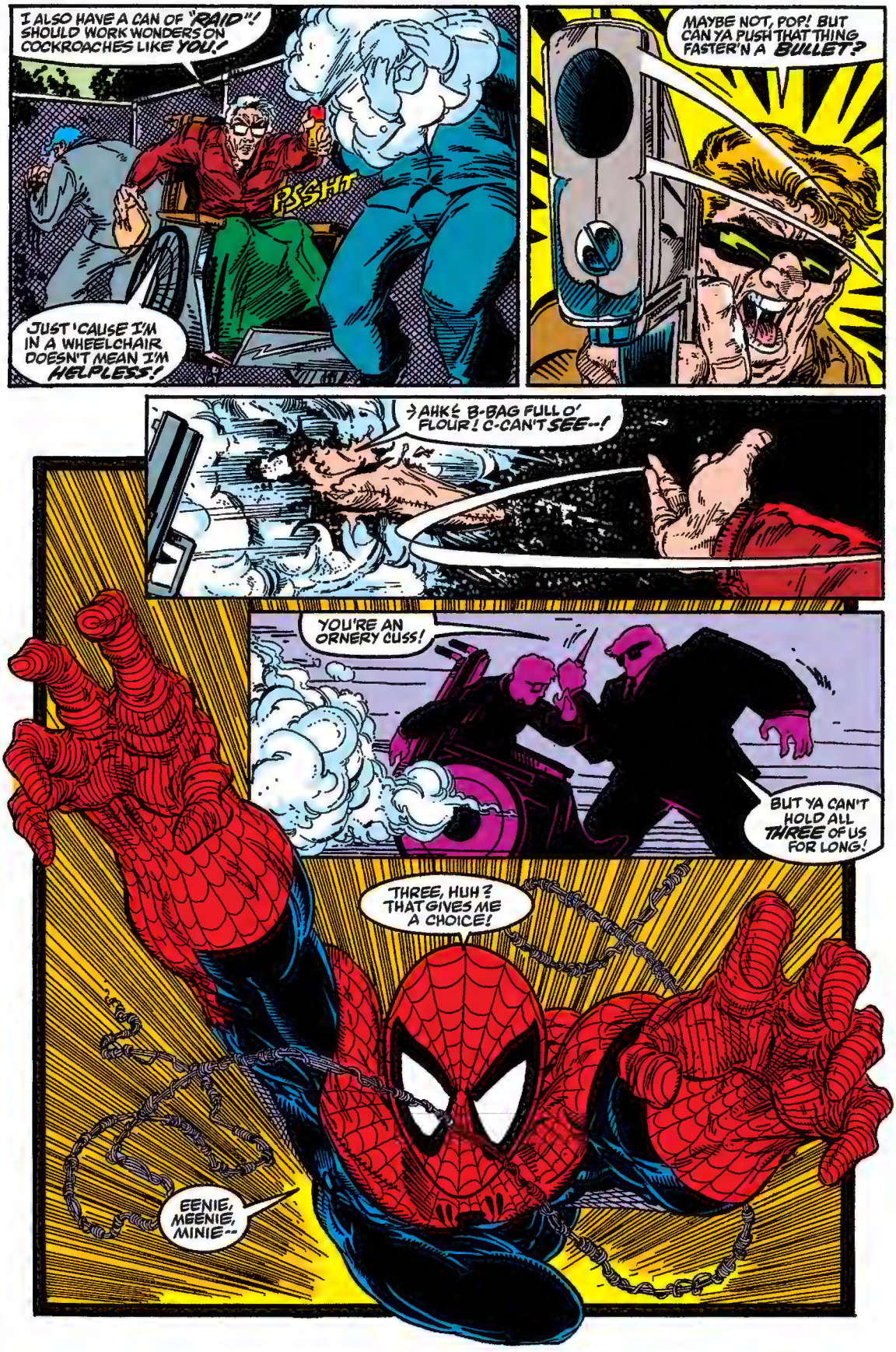

WHA--PETER?!
M-MIND YOUR OWN BUSINESS, BOY!
NO.
VERY COURAGEOUS! THAT HOW YOU GET YOUR LAUGHS?
BULLYING CRIPPLES?
THAT WAS LOW, NATHAN. BUT NOT AS LOW AS WHAT YOU JUST DID.
THAT WAS AUNT MAY'S BANK CARD YOU USED! THAT'S WHY YOU HAD HER WALLET, ISN'T IT?
ISN'T IT?
I...P-PLEASE...DON'T TELL MAY! YOU DON'T KNOW HOW DIFFICULT IT IS TO LIVE ON A PENSION! YOU NEED THINGS, WANT THINGS!
AND...I USE GAMBLING TO HELP OUT. I'M PRETTY GOOD AT IT. BUT A WHILE BACK, I GOT IN OVER MY HEAD.
TOOK A BEATING THAT PUT ME IN THE HOSPITAL!*
* SEE AMAZING SPIDER-MAN #271. --J.G.


THE PEOPLE RESPONSIBLE ALLOWED ME TO RECUPERATE, BUT NOW THEY WANT $5,000 OF THEIR MONEY AS A "GOOD FAITH" GESTURE!
MY RECENT, ER, INVEST-MENTS HAVEN'T PANNED OUT--
--SO I THOUGHT I'D BORROW THE MONEY, JUST TEMPORARILY, FROM MAY'S HOUSE ACCOUNT. HER TENANTS ALL KNOW THE NUMBER, BUT MAY KEEPS THE CARD HERSELF.
I'LL PAY IT BACK, I PROMISE! BUT IF MAY WERE TO FIND OUT...
...IT WOULD HURT HER, PETER. DEEPLY.
I'LL TAKE THE CARD, NATHAN.
AND I'LL KEEP YOUR SECRET.
BETTER DEPOSIT MY PHOTO MONEY INTO AUNT MAY'S ACCOUNT, IN CASE SHE DECIDES TO CHECK THE BALANCE.
SIGH EASY COME...

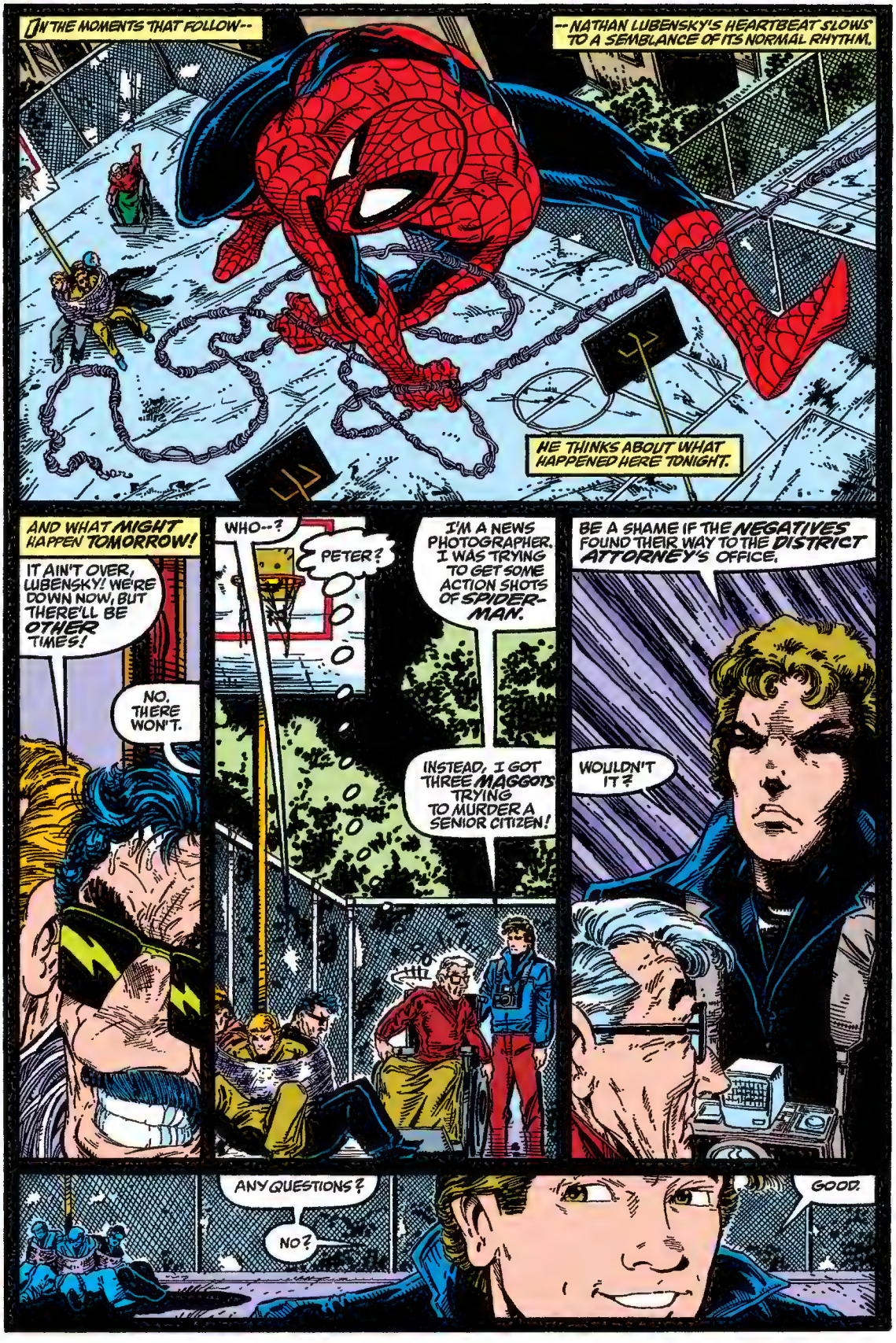

AND SOON...
HI, PETER! WANNA PLAY MONOP'LY?
MAYBE LATER, KRISTY.
SAY, HOW COME YOU'RE HOME SO EARLY SWEETHEART?
OH, THE CLIENT DECIDED AT THE LAST MINUTE I WASN'T QUITE THE TYPE HE WANTED. NO BIG DEAL.
BUT WHAT'S THE MATTER WITH YOU? YOU LOOK DOWN.
AND, ONCE ALONE...
IS THERE A PROBLEM, PETER?
'FRAID SO. IT'S ABOUT--
WANT TO TALK?
ALL RIGHT!
LET'S GET SOME COCOA, DEAR.
AW, GEE!
I WANTED TO HEAR THE GOOD STUFF!

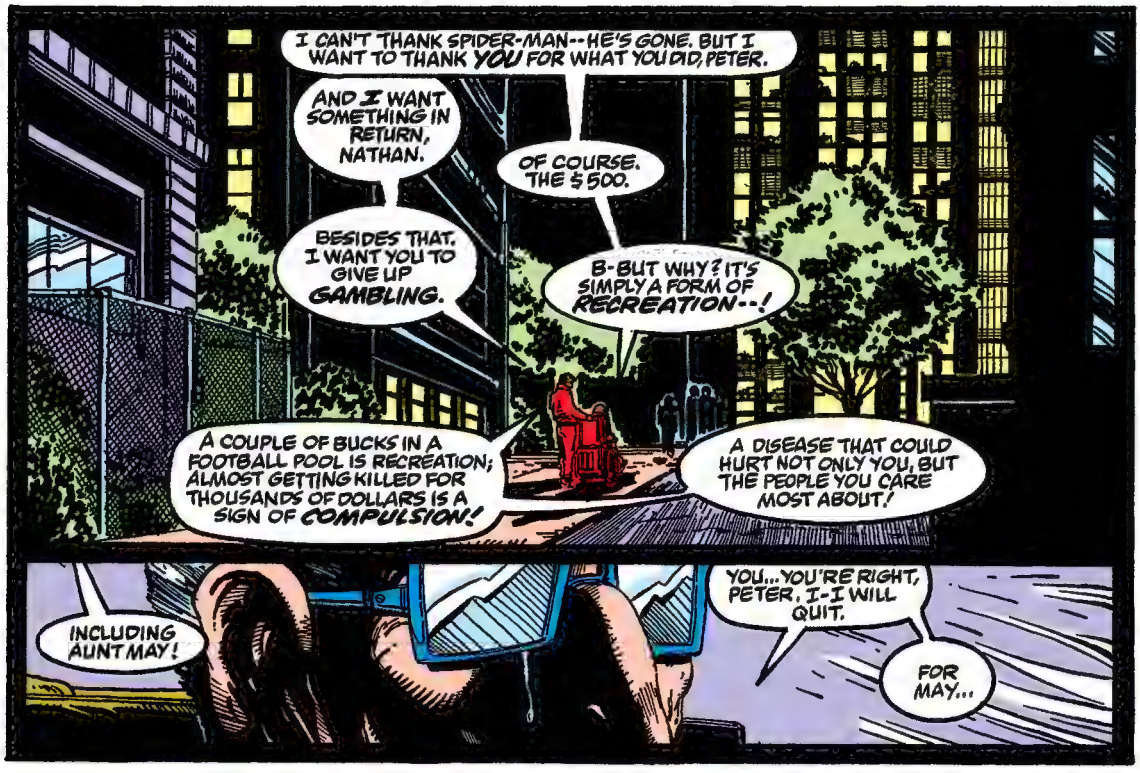
NATHAN!
YOU OLD SCALAWAG! CAUGHT YOU SNEAKING A SNACK AGAIN, DIDN'T I?
GULP! C-CAN'T PUT ONE OVER ON YOU, CAN I, MAY? HEH!
G-GUESS I'D BETTER WAIT TILL SUPPER, HUH?
UH...
...BYE!
THAT'S ODD.
FLOUR?
BUT NATHAN DOESN'T EVEN LIKE TO BOIL WATER FOR TEA!
THERE'S SOMETHIN' FISHY 'BOUT THAT GUY...!

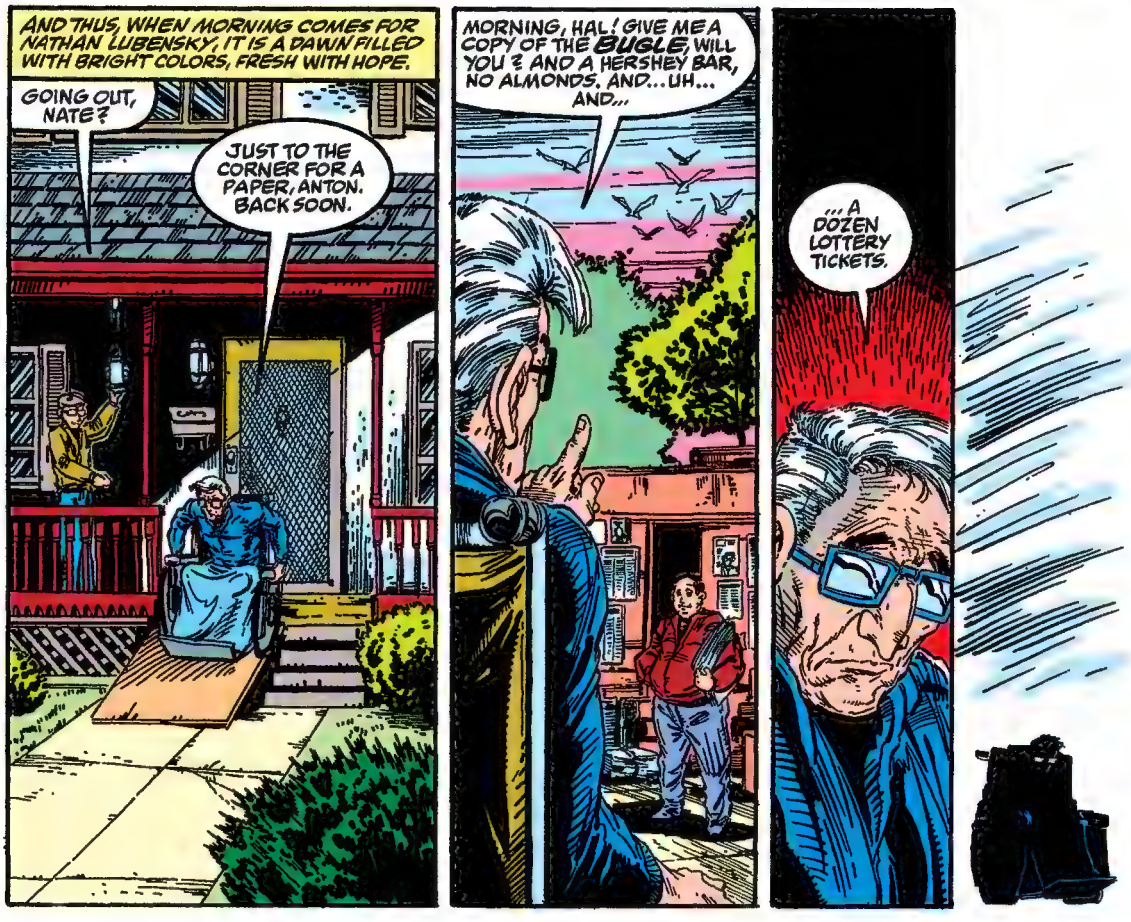

INDEED THERE IS. AND KRISTY WATSON ISN'T THE ONLY ONE TO NOTICE.
FOR AS EVENING FALLS, AND NATHAN EXCUSES HIMSELF TO TAKE IN A BIT OF NIGHT AIR--
--THE SHADOWS THAT FOLLOW HIM ARE NOT EXCLUSIVELY HIS OWN!
FIVE HUNDRED WAS ALL I COULD GET!
NOT ENOUGH, LUBENSKY! YOU SCREWED AROUND WITH US BEFORE AND IT LANDED YA IN TRACTION! THIS TIME--
--YER GONNA NEED A HEARSE!
AGGH!
SLATCH
LOOK OUT! HE'S GOT A STEAK KNIFE!

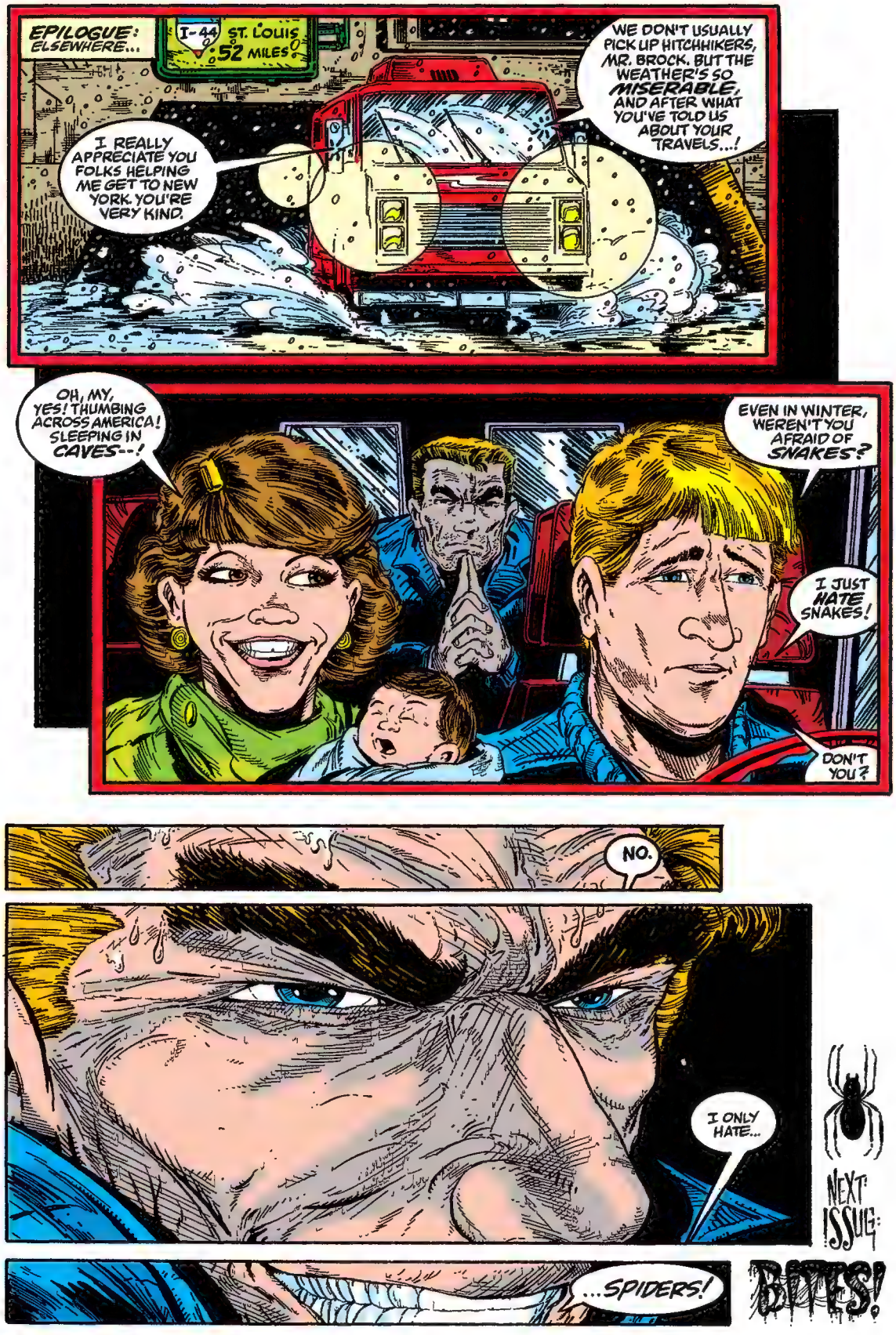

I ALSO HAVE A CAN OF "RAID"! SHOULD WORK WONDERS ON COCKROACHES LIKE YOU!
PSSHT
JUST 'CAUSE I'M IN A WHEELCHAIR DOESN'T MEAN I'M HELPLESS!
MAYBE NOT, POP! BUT CAN YA PUSH THAT THING FASTER'N A BULLET?
AHK! B-BAG FULL O' FLOUR! C-CAN'T SEE--!
YOU'RE AN ORNERY CUSS!
BUT YA CAN'T HOLD ALL THREE OF US FOR LONG!
THREE, HUH? THAT GIVES ME A CHOICE!
EENIE, MEENIE, MINIE--

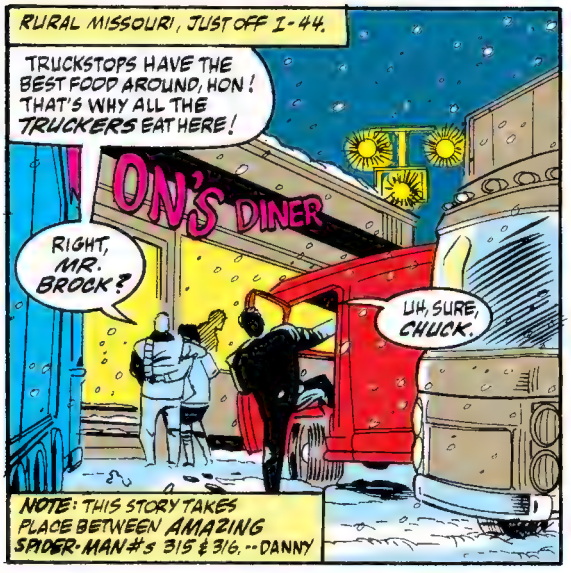
-HIYA, MOE!
WAP! WAP! WAP!
KLUD
LARRY, I PRESUME?
WAP! WAP! WAP!
WUMB
AND YOU MUST BE CURLY!
WAP! WAP! WAP!
-NYUK-NYUK- SLIMEBALLS!
FROP

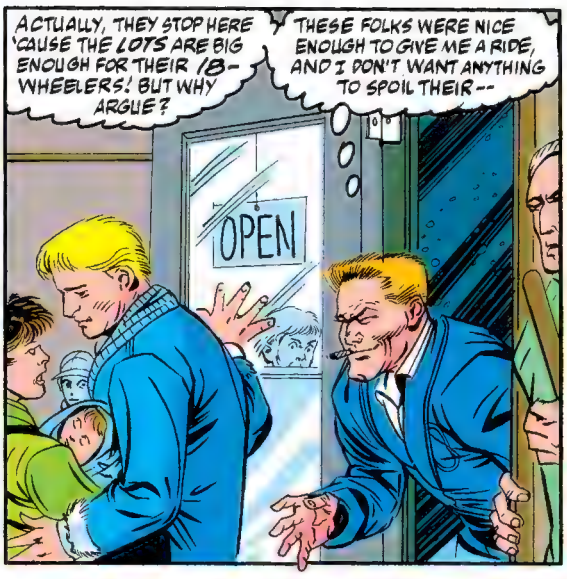

IN THE MOMENTS THAT FOLLOW--
--NATHAN LUBENSKY'S HEARTBEAT SLOWS TO A SEMBLANCE OF ITS NORMAL RHYTHM.
HE THINKS ABOUT WHAT HAPPENED HERE TONIGHT.
AND WHAT MIGHT HAPPEN TOMORROW!
IT AIN'T OVER, LUBENSKY! WE'RE DOWN NOW, BUT THERE'LL BE OTHER TIMES!
NO. THERE WON'T.
WHO--?
PETER?
I'M A NEWS PHOTOGRAPHER. I WAS TRYING TO GET SOME ACTION SHOTS OF SPIDER-MAN.
INSTEAD, I GOT THREE MAGGOTS TRYING TO MURDER A SENIOR CITIZEN!
BE A SHAME IF THE NEGATIVES FOUND THEIR WAY TO THE DISTRICT ATTORNEY'S OFFICE.
WOULDN'T IT?
ANY QUESTIONS?
NO?
GOOD.


I CAN'T THANK SPIDER-MAN--HE'S GONE. BUT I WANT TO THANK YOU FOR WHAT YOU DID, PETER.
AND I WANT SOMETHING IN RETURN, NATHAN.
OF COURSE. THE $500.
BESIDES THAT. I WANT YOU TO GIVE UP GAMBLING.
B-BUT WHY? IT'S SIMPLY A FORM OF RECREATION--!
A COUPLE OF BUCKS IN A FOOTBALL POOL IS RECREATION; ALMOST GETTING KILLED FOR THOUSANDS OF DOLLARS IS A SIGN OF COMPULSION!
A DISEASE THAT COULD HURT NOT ONLY YOU, BUT THE PEOPLE YOU CARE MOST ABOUT!
INCLUDING AUNT MAY!
YOU...YOU'RE RIGHT, PETER. I-I WILL QUIT.
FOR MAY...

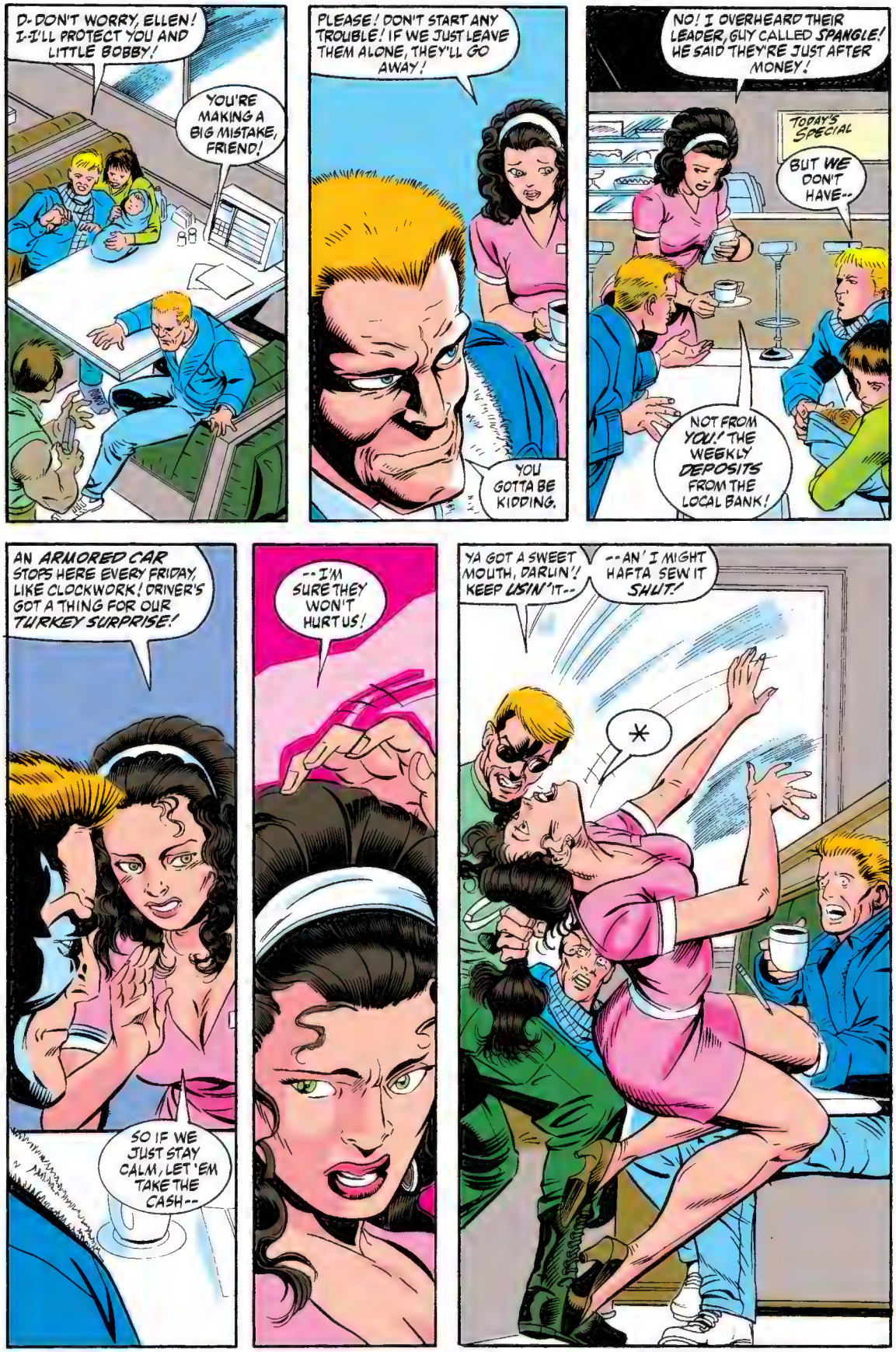

AND THUS, WHEN MORNING COMES FOR NATHAN LUBENSKY, IT IS A DAWN FILLED WITH BRIGHT COLORS, FRESH WITH HOPE.
GOING OUT, NATE?
JUST TO THE CORNER FOR A PAPER, ANTON. BACK SOON.
MORNING, HAL! GIVE ME A COPY OF THE BUGLE, WILL YOU? AND A HERSHEY BAR, NO ALMONDS. AND...UH... AND...
...A DOZEN LOTTERY TICKETS.


EPILOGUE: ELSEWHERE...
I-44
ST. LOUIS 52 MILES
I REALLY APPRECIATE YOU FOLKS HELPING ME GET TO NEW YORK. YOU'RE VERY KIND.
WE DON'T USUALLY PICK UP HITCHHIKERS, MR. BROCK. BUT THE WEATHER'S SO MISERABLE, AND AFTER WHAT YOU'VE TOLD US ABOUT YOUR TRAVELS...!
OH, MY, YES! THUMBING ACROSS AMERICA! SLEEPING IN CAVES--!
EVEN IN WINTER, WEREN'T YOU AFRAID OF SNAKES?
I JUST HATE SNAKES!
DON'T YOU?
NO.
I ONLY HATE...
...SPIDERS!
NEXT ISSUE:
BITES!


RURAL MISSOURI, JUST OFF I-44.
TRUCKSTOPS HAVE THE BEST FOOD AROUND, HON! THAT'S WHY ALL THE TRUCKERS EAT HERE!
ON'S DINER
RIGHT, MR. BROCK?
UH, SURE, CHUCK.
NOTE: THIS STORY TAKES PLACE BETWEEN AMAZING SPIDER-MAN #s 315 & 316. --DANNY


ACTUALLY, THEY STOP HERE 'CAUSE THE LOTS ARE BIG ENOUGH FOR THEIR 18-WHEELERS! BUT WHY ARGUE?
THESE FOLKS WERE NICE ENOUGH TO GIVE ME A RIDE, AND I DON'T WANT ANYTHING TO SPOIL THEIR--
OPEN

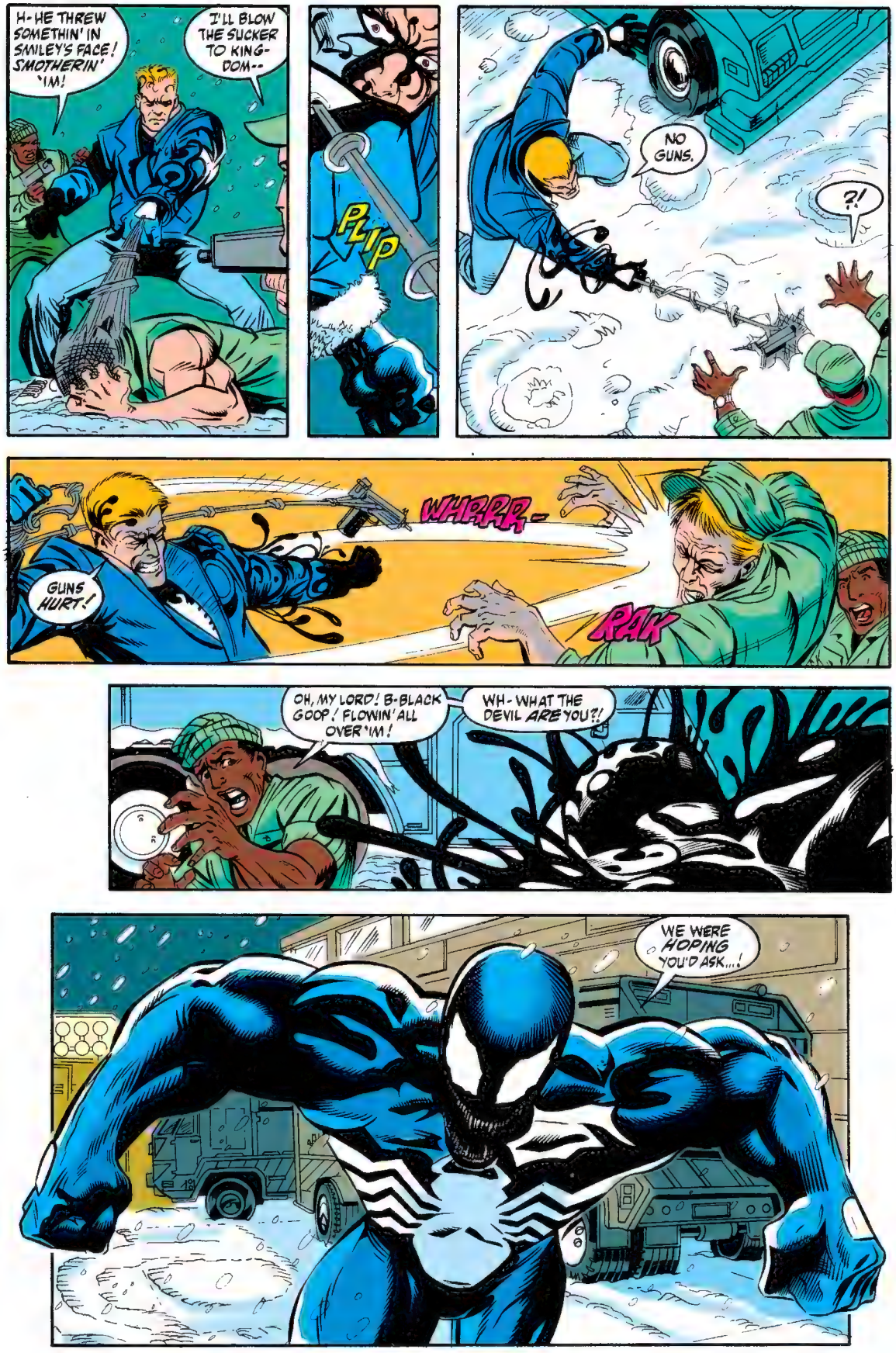
Stan Lee PRESENTS:
VENOM IN THE TRUCKSTOP of DOOM!
PAT 'EM DOWN, JAKE! THEY MAKE ONE STUPID MOVE--
--KILL 'EM ALL!
DONUT JOY 50
SORRY NO MOUNTAIN OYSTERS!
WHAT TH--?
DAVID MICHELINIE WRITER
PARIS CULLINS PENCILER
BUD LA ROSA INKER
PARKER LETTERER
TINSLEY COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO EDITOR IN CHIEF

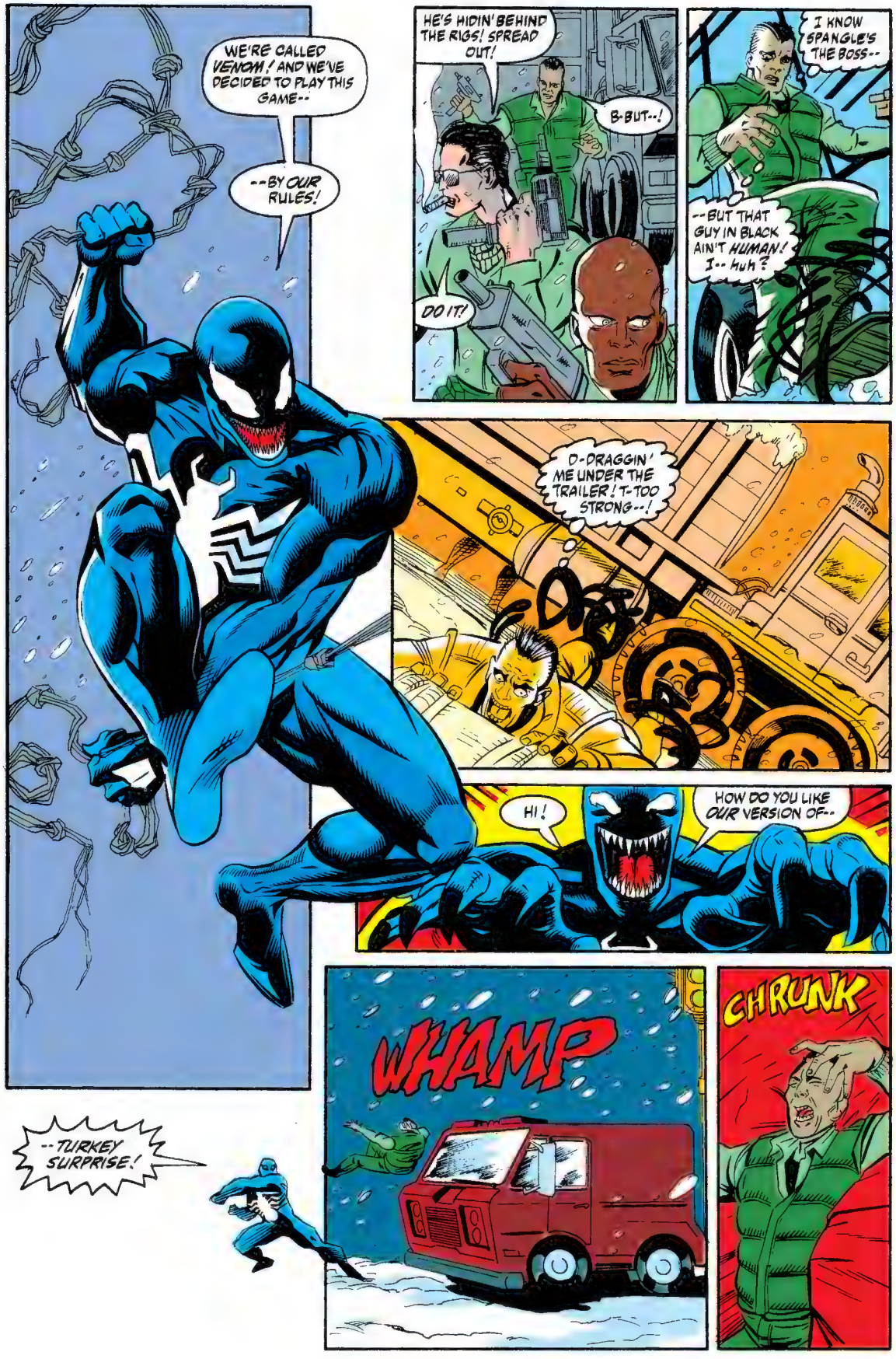

D-DON'T WORRY, ELLEN! I-I'LL PROTECT YOU AND LITTLE BOBBY!
YOU'RE MAKING A BIG MISTAKE, FRIEND!
PLEASE! DON'T START ANY TROUBLE! IF WE JUST LEAVE THEM ALONE, THEY'LL GO AWAY!
YOU GOTTA BE KIDDING.
NO! I OVERHEARD THEIR LEADER, GUY CALLED SPANGLE! HE SAID THEY'RE JUST AFTER MONEY!
TODAY'S SPECIAL
BUT WE DON'T HAVE--
NOT FROM YOU! THE WEEKLY DEPOSITS FROM THE LOCAL BANK!
AN ARMORED CAR STOPS HERE EVERY FRIDAY, LIKE CLOCKWORK! DRIVER'S GOT A THING FOR OUR TURKEY SURPRISE!
SO IF WE JUST STAY CALM, LET 'EM TAKE THE CASH--
--I'M SURE THEY WON'T HURT US!
YA GOT A SWEET MOUTH, DARLIN'! KEEP USIN' IT--
--AN' I MIGHT HAFTA SEW IT SHUT!
*

SHE'S NAIVE! FOR THESE MEN TO GET WHAT THEY WANT, INNOCENTS WILL BE THE ONES TO PAY!
PASTRY
I WAS INNOCENT MYSELF--
--BEFORE SPIDER-MAN SHATTERED MY LIFE! PERHAPS...
...I SHOULD HELP--
-- CALL ON THE ALIEN SYMBIOTE THAT'S JOINED WITH ME -- BECOME VENOM!
BUT... THAT WOULD REVEAL MY WHEREABOUTS TO THE AUTHORITIES, COMPROMISE MY PRIMARY MISSION:
GETTING TO NEW YORK TO DESTROY SPIDER-MAN!
MAYBE THE WOMAN WAS RIGHT. MAYBE NO ONE WILL BE HURT, AS LONG AS--

PUNY LITTLE RUNT, AIN'T HE? PROB'LY GROW UP TA BE A COP!
DON'T TOUCH HIM, YOU SLIMY--
BAD MOVE.
AAGH!
NO!
BLAM
EASY, EDDIE! KEEP CONTROL!
HEY, SMILEY! THIS GUY'S GOT BLACK STUFF ALL OVER HIS FACE!
WHATSA MATTER, PAL?
YER MASCARA RUNNIN'?
WOULD YOU CARE TO STEP OUTSIDE... AND REPEAT THAT?
HEY, SPANGLE! WE GOT OURSELVES A HERO!
PABLO'S WATCHIN' THE CITIZENS!
LET'S HAVE US SOME LAUGHS!
RON'S DINER
RON'S DINER

DINER
OPEN 24 HRS.
OKAY, SMILEY, YOU PEGGED 'IM--
MACK
--YOU POUND 'IM!
JUS' CALL ME "MR. SLEDGE!" HEH-HEH--
--HEY! HE WASN'T WEARIN' GLOVES BEFORE!
THNT
KLISH
M-MY WRIST! MY-- EEEAAAGGH!
KRAK
hmngf?!
MRG-GRG!
PLIP


H-HE THREW SOMETHIN' IN SMILEY'S FACE! SMOTHERIN' 'IM!
I'LL BLOW THE SUCKER TO KING-DOM--
PLIP
NO GUNS.
?!
GUNS HURT!
WHARR-
RAK
OH, MY LORD! B-BLACK GOOP! FLOWIN' ALL OVER 'IM!
WH-WHAT THE DEVIL ARE YOU?!
WE WERE HOPING YOU'D ASK...!


WE'RE CALLED VENOM! AND WE'VE DECIDED TO PLAY THIS GAME--
--BY OUR RULES!
HE'S HIDIN' BEHIND THE RIGS! SPREAD OUT!
B-BUT--!
DO IT!
I KNOW SPANGLE'S THE BOSS--
--BUT THAT GUY IN BLACK AIN'T HUMAN! I-- HUH?
D-DRAGGIN' ME UNDER THE TRAILER! T-TOO STRONG--!
HI!
HOW DO YOU LIKE OUR VERSION OF--
--TURKEY SURPRISE!
WHAMP
CHRUNK

NEARBY.
MAYBE SPLITTIN' UP WASN'T SUCH A HOT IDEA! THAT BIG GUY'S WEIRD!
HE COULD BE--
--ANYWHERE?
YOU LIKE TRUCKS?
GOOOOOD!
BECAUSE WE'VE GOT A PRESENT FOR YOU!
OH
NO
SMUSH
HIGH GROUND! ALWAYS A GOOD MOVE! BE ABLE TO SPOT 'IM EASY FROM HERE! ONLY...
... WHERE ARE THE OTHER GUYS?

MAYBE THEY-- WAITASEC!
WHY'S THE LIGHT GETTIN'--
"--BRIGHTER?"
GOTTA JUMP CLEAR! ROLL FREE!
KRAUNP
COME UP SHOOTIN' BEFORE--
YAAAAAH!
KRUNCH
KRUNCH
AWW, DID WE BREAK BOTH OF THEM? TSK AT LEAST LET US GIVE YOUR CIGAR BACK-- OOP!
SMOKING IS BAD FOR YOUR HEALTH!
WE'LL JUST LEAVE IT HERE.
B-BUT... THE GASOLINE--!
NO NEED TO THANK US!
YOUR SMILING FACE IS REWARD ENOUGH!
NO TIME... TO RUN! BUT--
AAAGH! THE PAIN--!
M-MY ARMS! CA... C-CAN'T REACH...
FWOOMB
STRANGERS IN THE NIIIGHT

WHAT THE--?!
FHFFFFFF--
SSHHHOMP
YOU?! B-BUT, HOW--?
THEY GOT CARELESS.
I'M SORRY THIS HAPPENED, CHUCK.
I'M NO DOCTOR, BUT I KNOW A BIT ABOUT SURVIVAL.
FOR WHAT IT'S WORTH, I THINK YOU'LL PULL THROUGH.
BUT I HAVE TO GO. I'VE GOT SOMETHING TO DO, AND I CAN'T HANG AROUND TO ANSWER QUESTIONS. YOU'RE A GOOD MAN, CHUCK.
PROTECTING INNOCENCE IS THE HIGHEST OF GOALS. PROTECTING IT, YES...
SMEK
"... AND AVENGING ITS LOSS!"
END.

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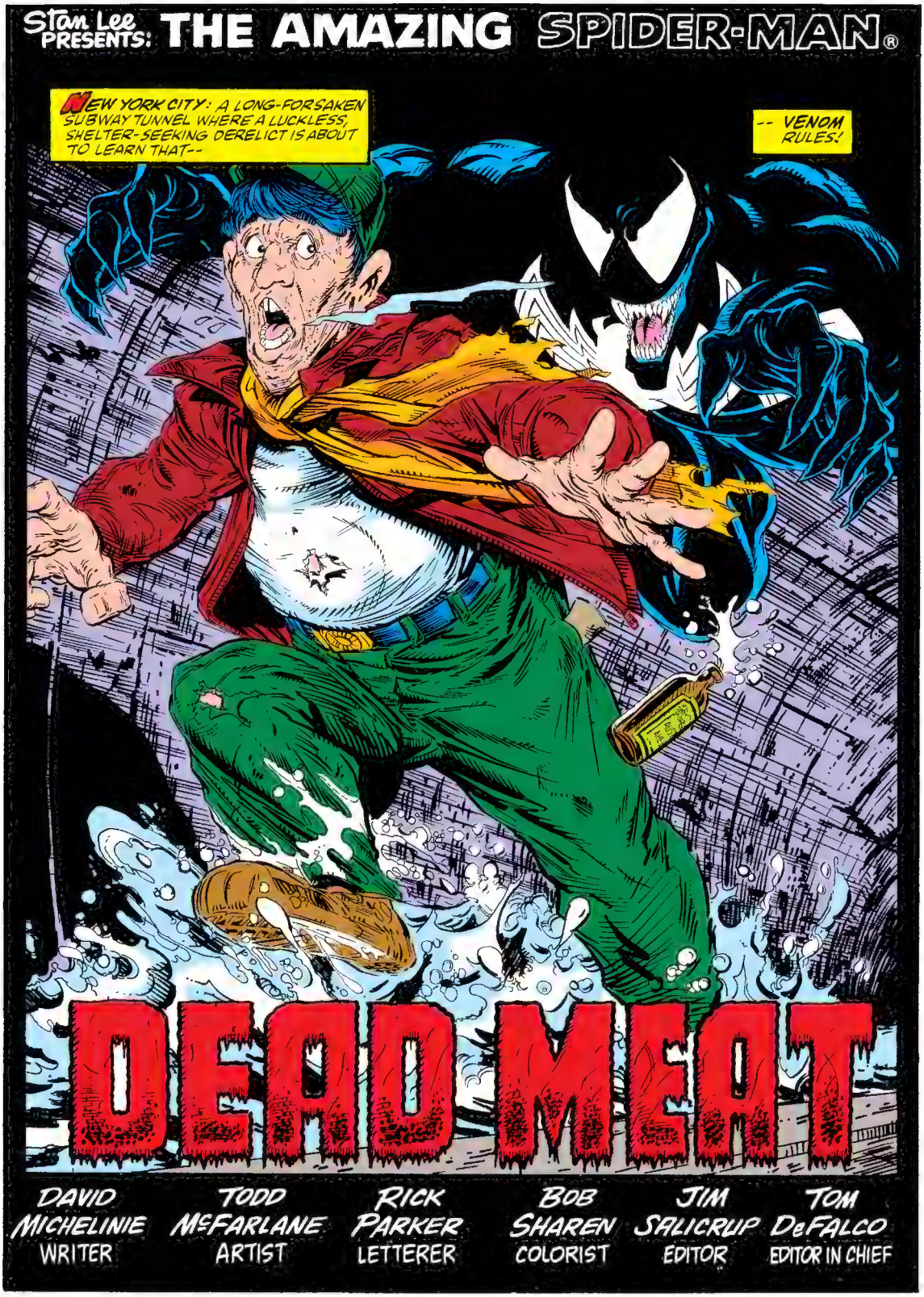
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®
NEW YORK CITY: A LONG-FORSAKEN SUBWAY TUNNEL WHERE A LUCKLESS, SHELTER-SEEKING DERELICT IS ABOUT TO LEARN THAT--
-- VENOM RULES!
DEAD MEAT
DAVID MICHELINIE WRITER
TODD McFARLANE ARTIST
RICK PARKER LETTERER
BOB SHAREN COLORIST
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TOM DeFALCO EDITOR IN CHIEF

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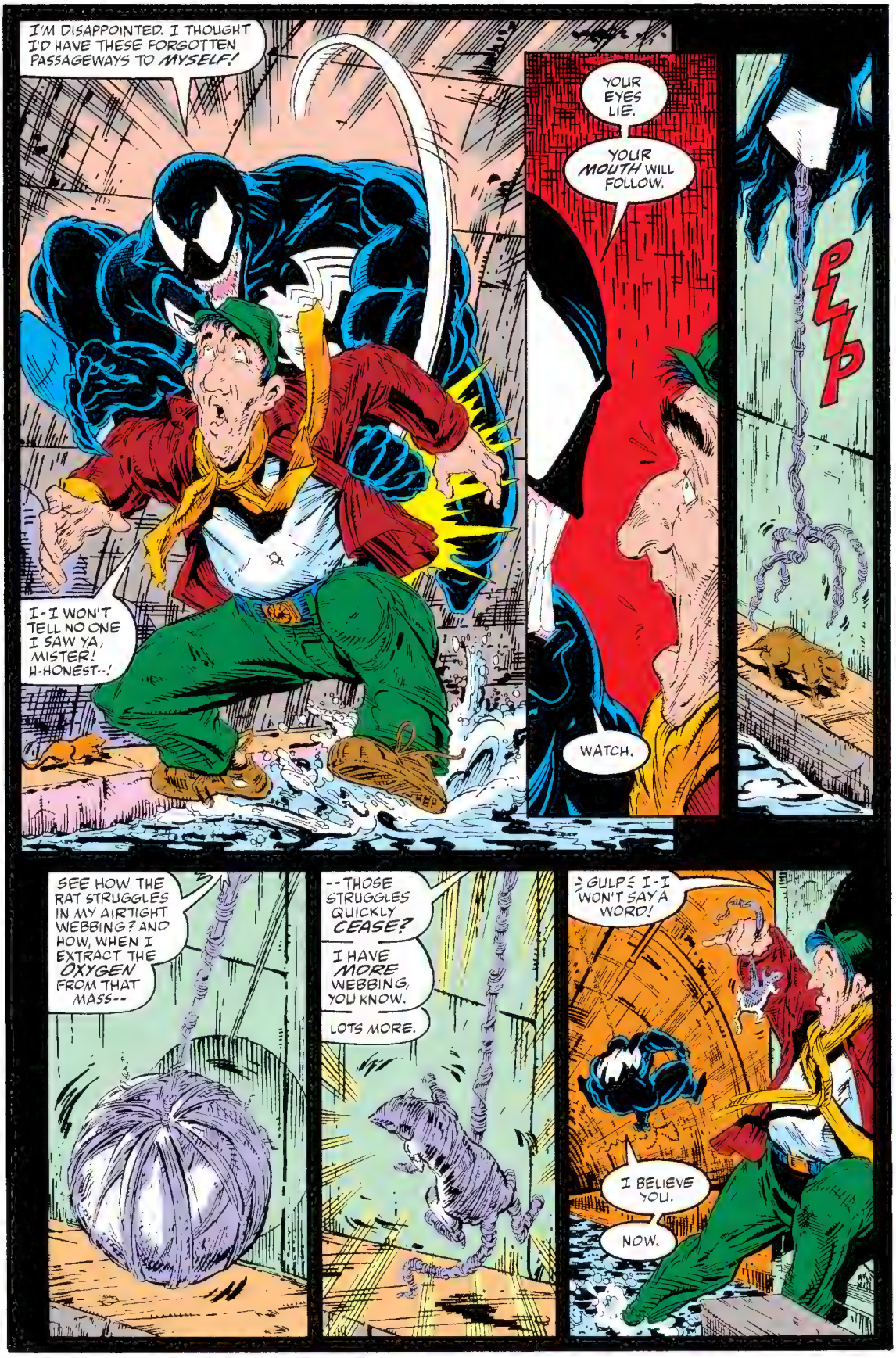
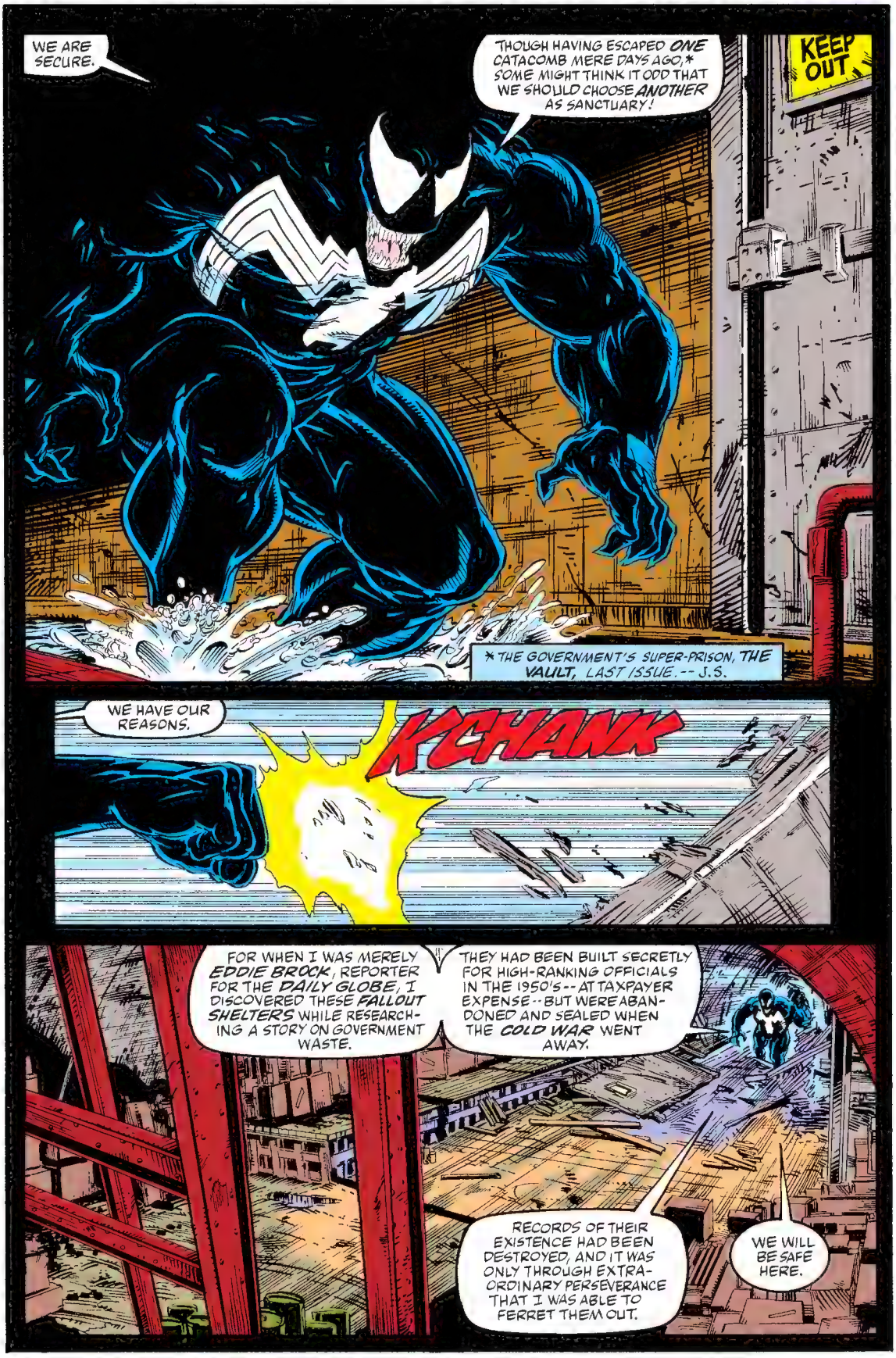
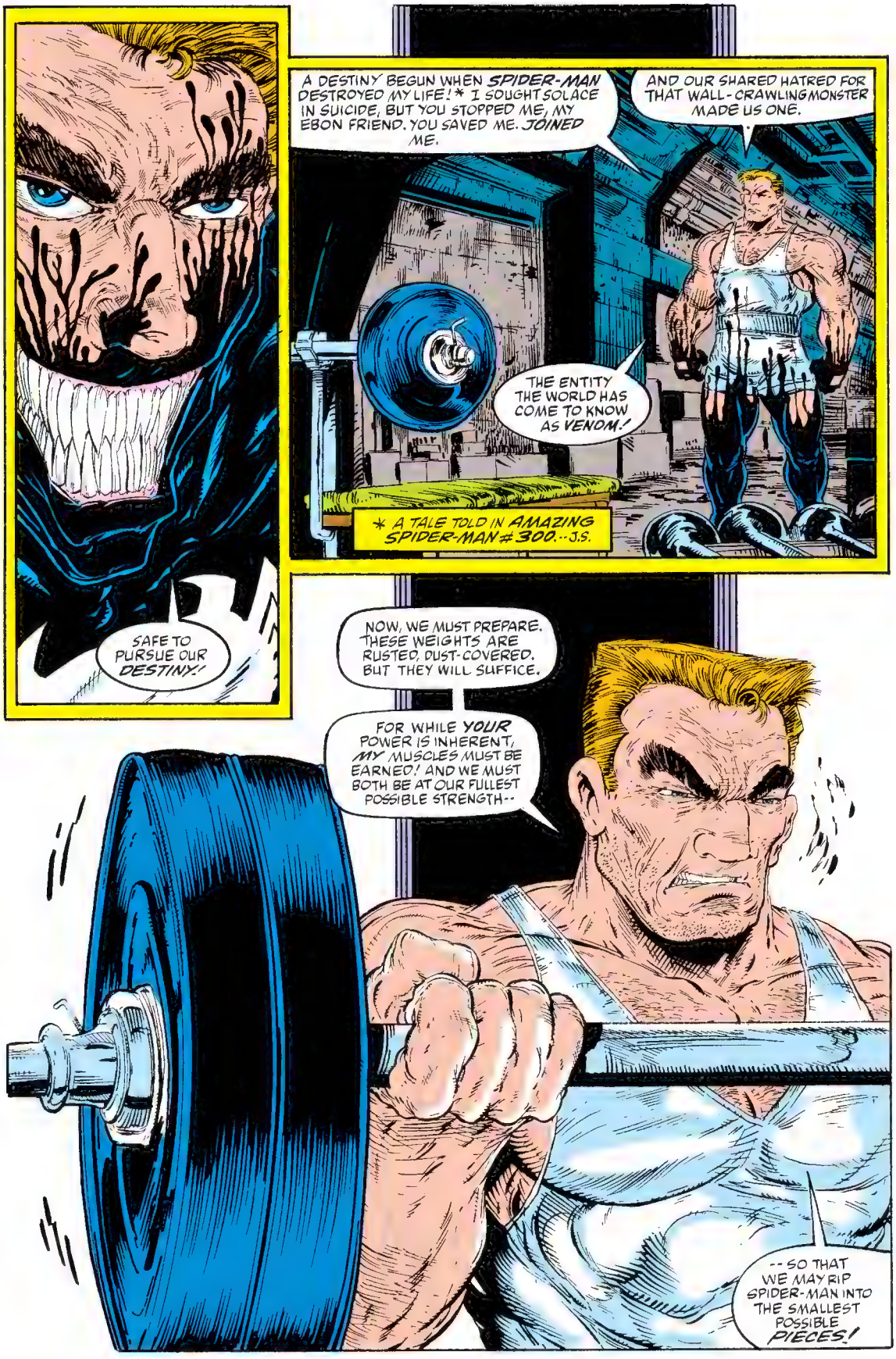
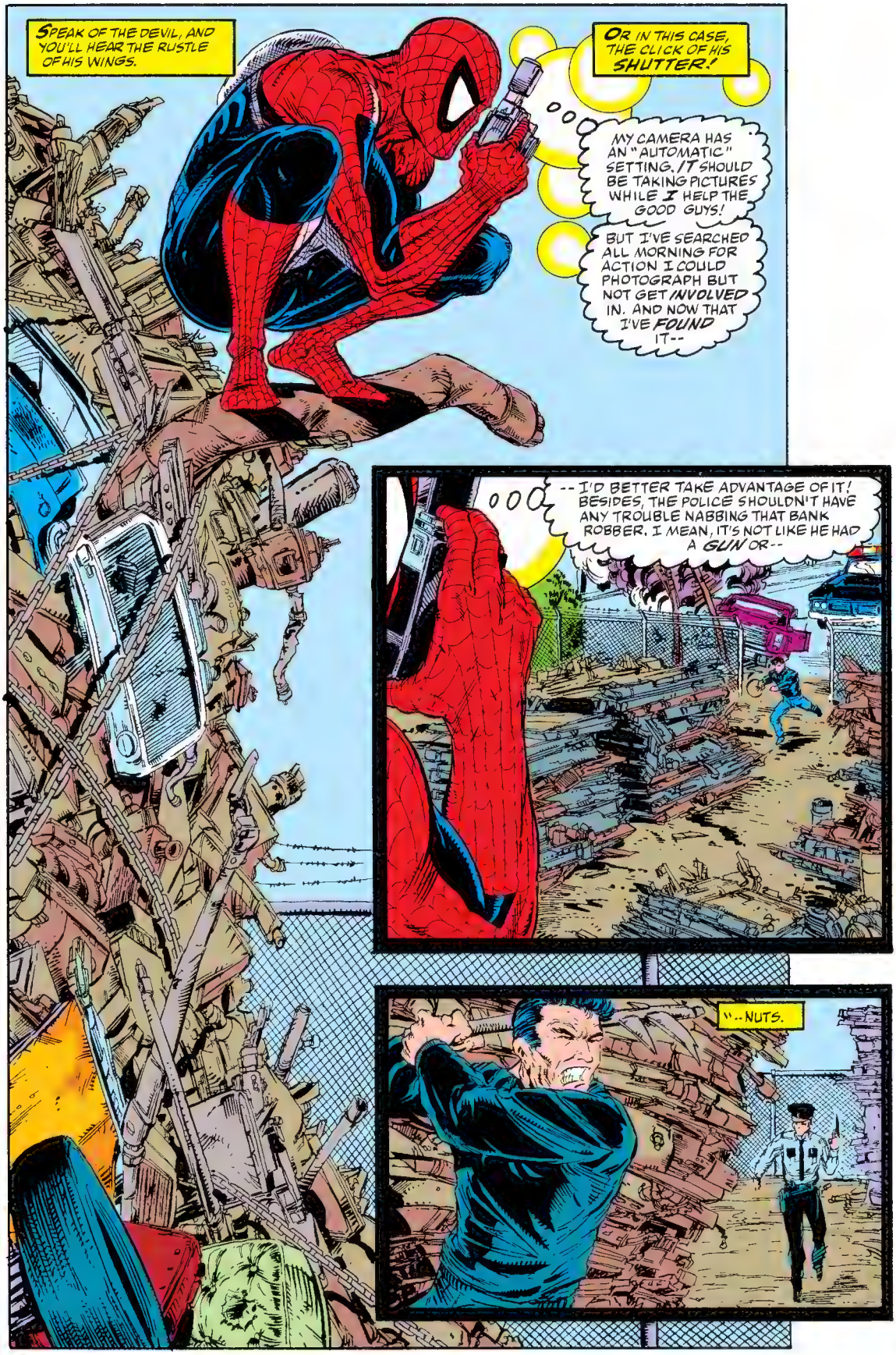
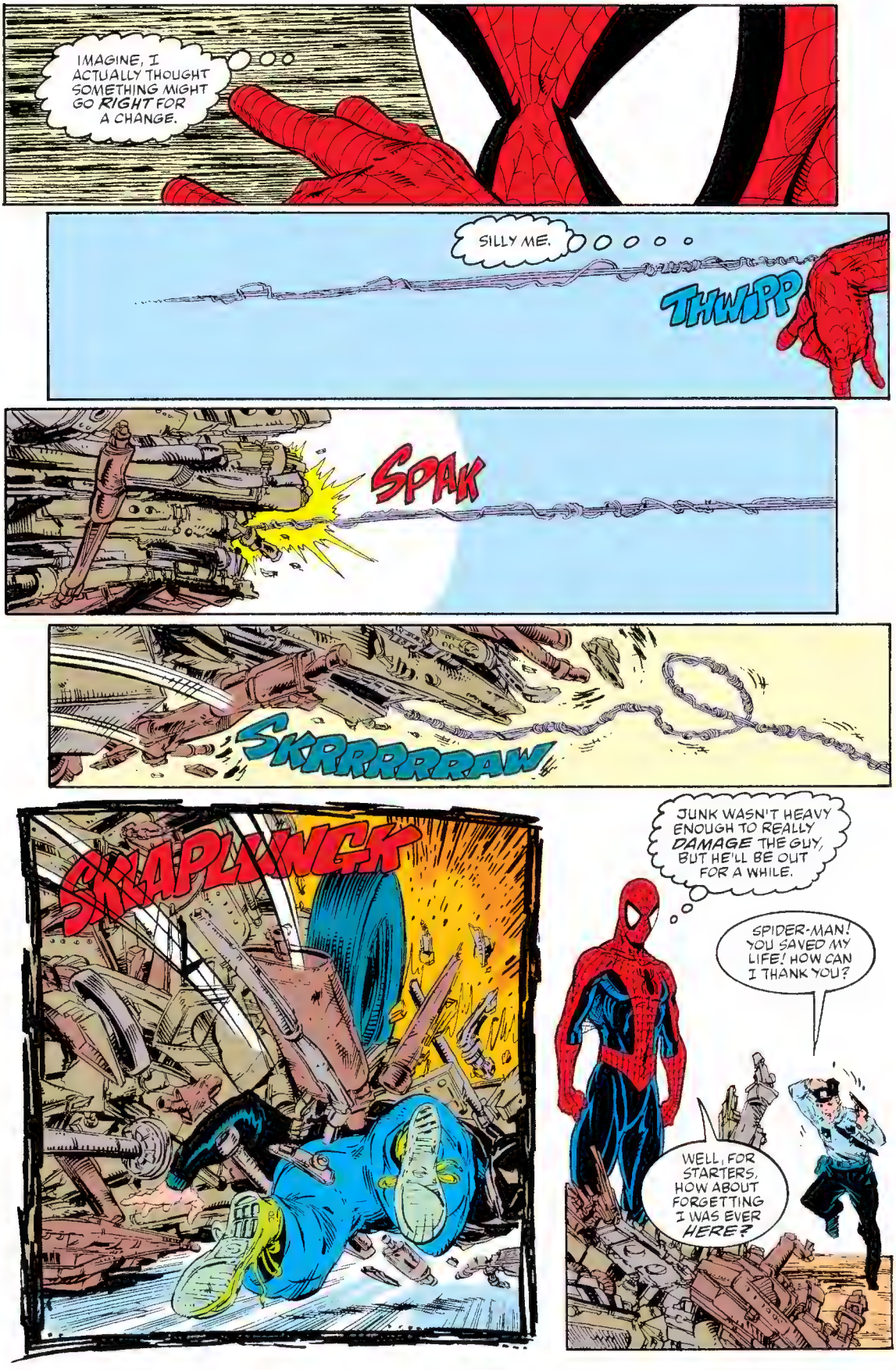
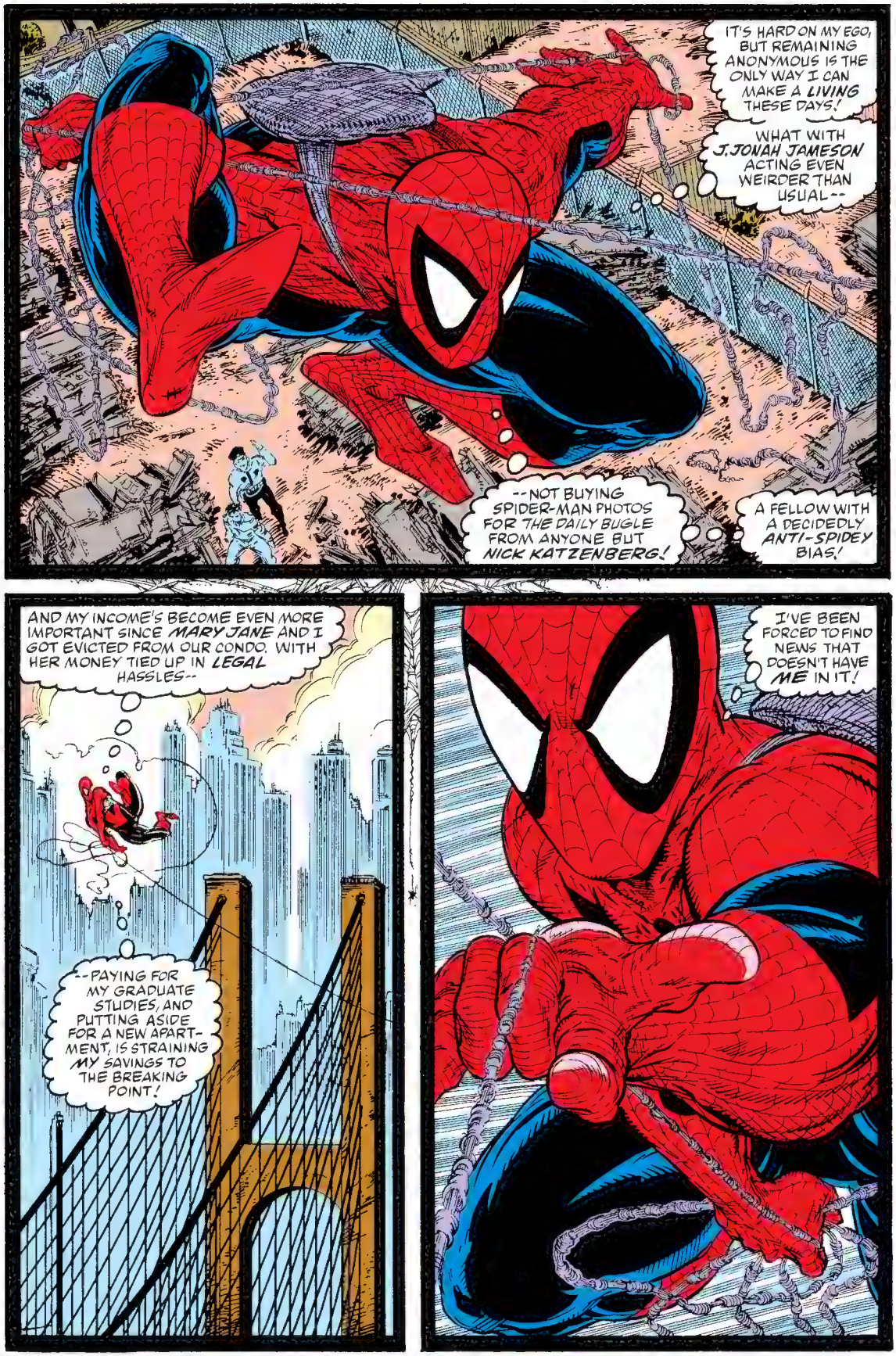

I'M DISAPPOINTED. I THOUGHT I'D HAVE THESE FORGOTTEN PASSAGEWAYS TO MYSELF!
I-I WON'T TELL NO ONE I SAW YA, MISTER! H-HONEST--!
YOUR EYES LIE.
YOUR MOUTH WILL FOLLOW.
WATCH.
PLIP
SEE HOW THE RAT STRUGGLES IN MY AIRTIGHT WEBBING? AND HOW, WHEN I EXTRACT THE OXYGEN FROM THAT MASS--
--THOSE STRUGGLES QUICKLY CEASE?
I HAVE MORE WEBBING, YOU KNOW.
LOTS MORE.
GULP! I-I WON'T SAY A WORD!
I BELIEVE YOU.
NOW.

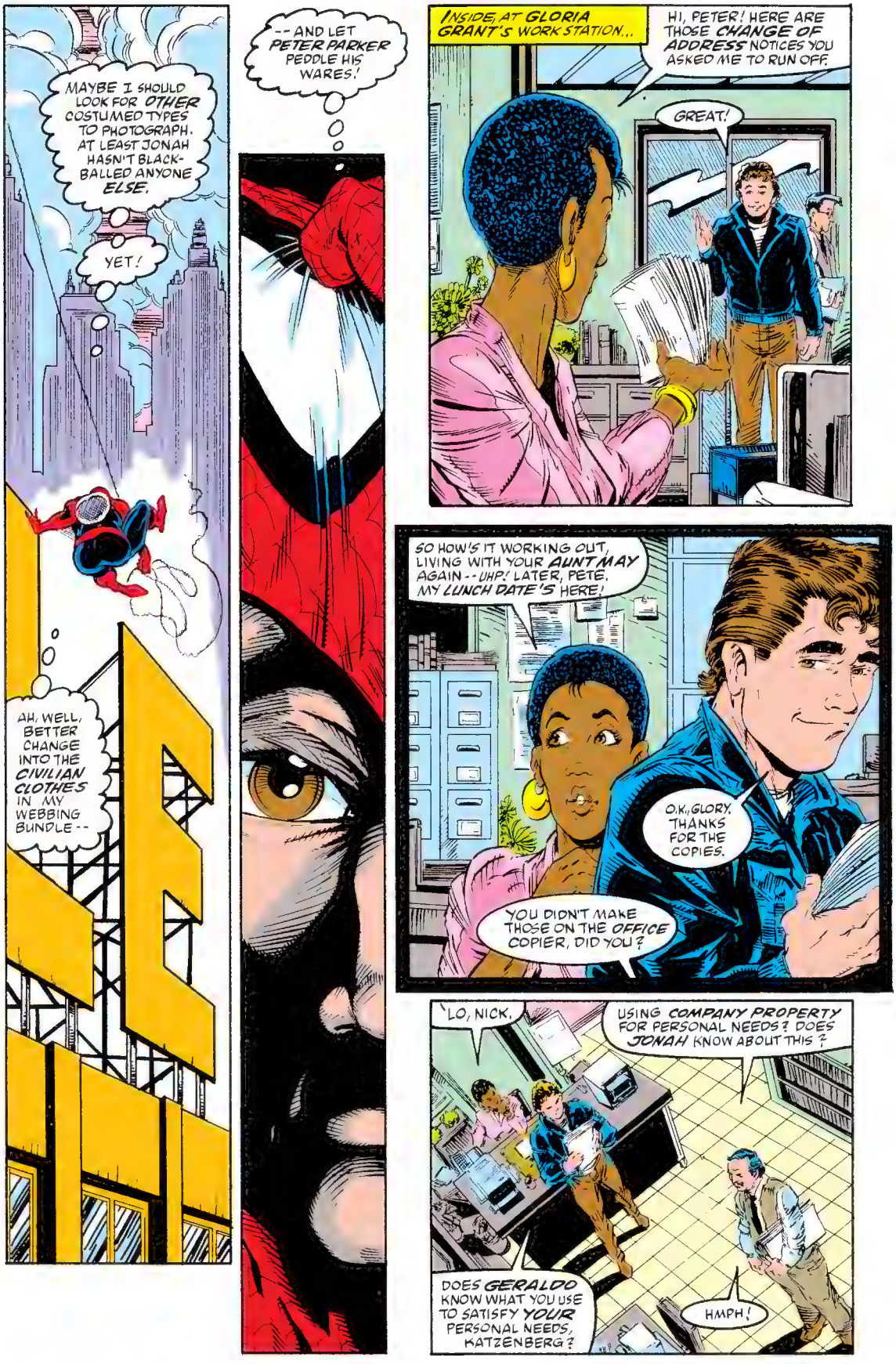

WE ARE SECURE.
THOUGH HAVING ESCAPED ONE CATACOMB MERE DAYS AGO,* SOME MIGHT THINK IT ODD THAT WE SHOULD CHOOSE ANOTHER AS SANCTUARY!
KEEP OUT
*THE GOVERNMENT'S SUPER-PRISON, THE VAULT, LAST ISSUE. -- J.S.
WE HAVE OUR REASONS.
KCHANK
FOR WHEN I WAS MERELY EDDIE BROCK, REPORTER FOR THE DAILY GLOBE, I DISCOVERED THESE FALLOUT SHELTERS WHILE RESEARCHING A STORY ON GOVERNMENT WASTE.
THEY HAD BEEN BUILT SECRETLY FOR HIGH-RANKING OFFICIALS IN THE 1950'S -- AT TAXPAYER EXPENSE -- BUT WERE ABANDONED AND SEALED WHEN THE COLD WAR WENT AWAY.
RECORDS OF THEIR EXISTENCE HAD BEEN DESTROYED, AND IT WAS ONLY THROUGH EXTRAORDINARY PERSEVERANCE THAT I WAS ABLE TO FERRET THEM OUT.
WE WILL BE SAFE HERE.


SAFE TO PURSUE OUR DESTINY!
A DESTINY BEGUN WHEN SPIDER-MAN DESTROYED MY LIFE! * I SOUGHT SOLACE IN SUICIDE, BUT YOU STOPPED ME, MY EBON FRIEND. YOU SAVED ME. JOINED ME.
AND OUR SHARED HATRED FOR THAT WALL-CRAWLING MONSTER MADE US ONE.
THE ENTITY THE WORLD HAS COME TO KNOW AS VENOM!
* A TALE TOLD IN AMAZING SPIDER-MAN #300. --J.S.
NOW, WE MUST PREPARE. THESE WEIGHTS ARE RUSTED, DUST-COVERED, BUT THEY WILL SUFFICE.
FOR WHILE YOUR POWER IS INHERENT, MY MUSCLES MUST BE EARNED! AND WE MUST BOTH BE AT OUR FULLEST POSSIBLE STRENGTH--
-- SO THAT WE MAY RIP SPIDER-MAN INTO THE SMALLEST POSSIBLE PIECES!

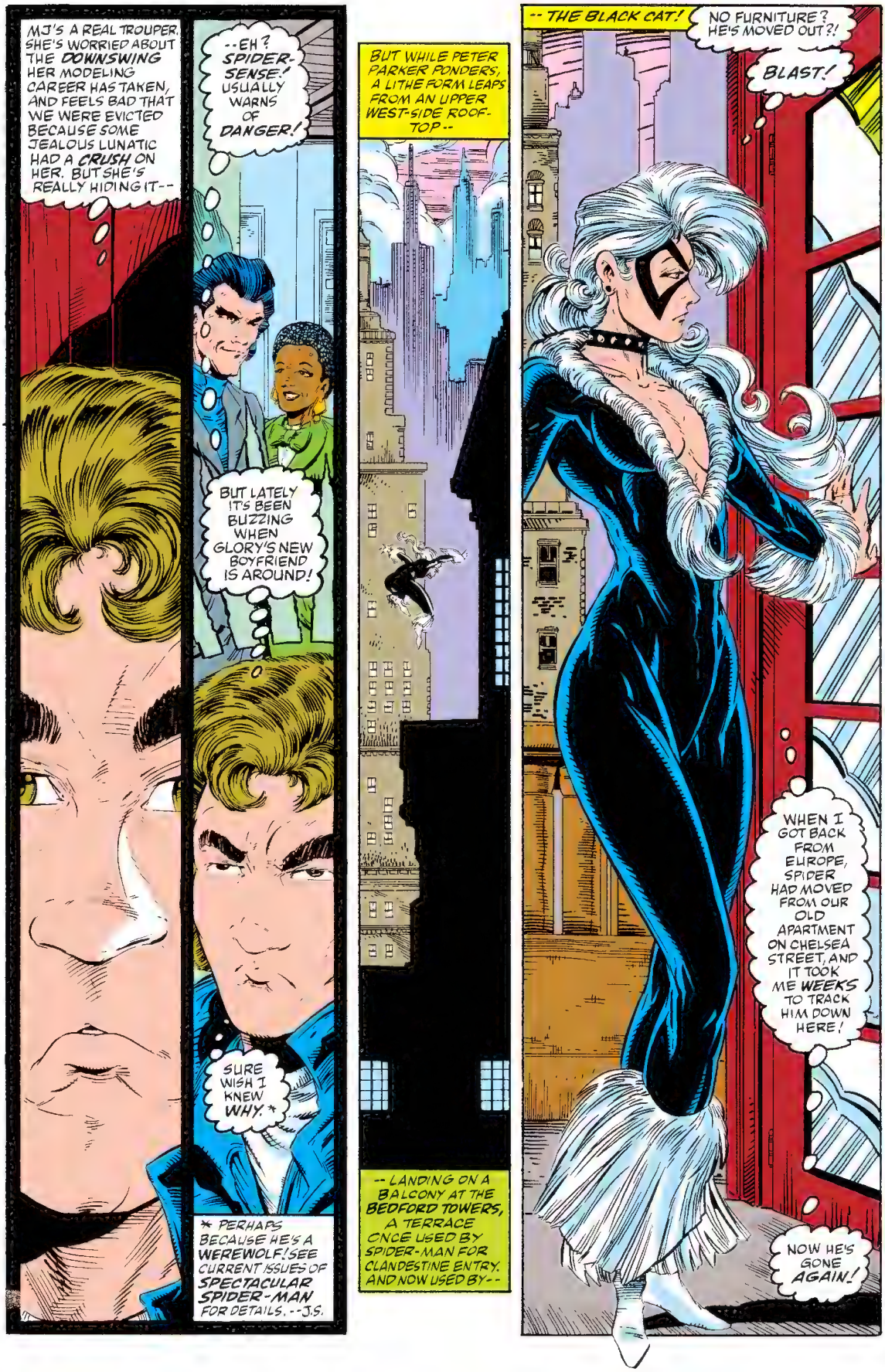

SPEAK OF THE DEVIL, AND YOU'LL HEAR THE RUSTLE OF HIS WINGS.
OR IN THIS CASE, THE CLICK OF HIS SHUTTER!
MY CAMERA HAS AN "AUTOMATIC" SETTING. IT SHOULD BE TAKING PICTURES WHILE I HELP THE GOOD GUYS!
BUT I'VE SEARCHED ALL MORNING FOR ACTION I COULD PHOTOGRAPH BUT NOT GET INVOLVED IN. AND NOW THAT I'VE FOUND IT--
-- I'D BETTER TAKE ADVANTAGE OF IT! BESIDES, THE POLICE SHOULDN'T HAVE ANY TROUBLE NABBING THAT BANK ROBBER. I MEAN, IT'S NOT LIKE HE HAD A GUN OR--
"--NUTS.


IMAGINE, I ACTUALLY THOUGHT SOMETHING MIGHT GO RIGHT FOR A CHANGE.
SILLY ME.
THWIPP
SPAK
SKRRRRRRAW
SKLAPLANGK
JUNK WASN'T HEAVY ENOUGH TO REALLY DAMAGE THE GUY, BUT HE'LL BE OUT FOR A WHILE.
SPIDER-MAN! YOU SAVED MY LIFE! HOW CAN I THANK YOU?
WELL, FOR STARTERS, HOW ABOUT FORGETTING I WAS EVER HERE?

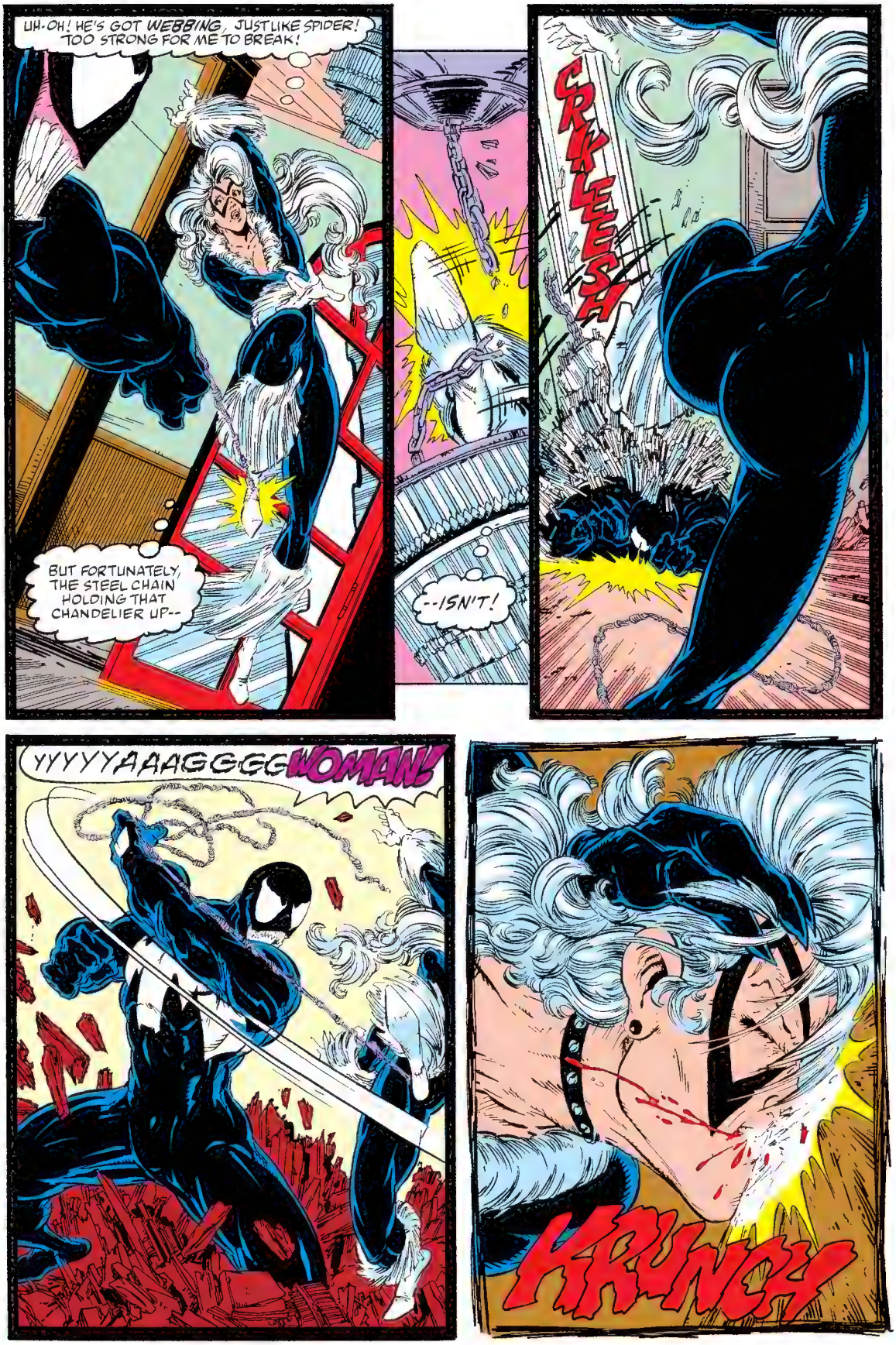

IT'S HARD ON MY EGO, BUT REMAINING ANONYMOUS IS THE ONLY WAY I CAN MAKE A LIVING THESE DAYS!
WHAT WITH J.JONAH JAMESON ACTING EVEN WEIRDER THAN USUAL--
A FELLOW WITH A DECIDEDLY ANTI-SPIDEY BIAS!
--NOT BUYING SPIDER-MAN PHOTOS FOR THE DAILY BUGLE FROM ANYONE BUT NICK KATZENBERG!
AND MY INCOME'S BECOME EVEN MORE IMPORTANT SINCE MARY JANE AND I GOT EVICTED FROM OUR CONDO. WITH HER MONEY TIED UP IN LEGAL HASSLES--
--PAYING FOR MY GRADUATE STUDIES, AND PUTTING ASIDE FOR A NEW APARTMENT, IS STRAINING MY SAVINGS TO THE BREAKING POINT!
I'VE BEEN FORCED TO FIND NEWS THAT DOESN'T HAVE ME IN IT!

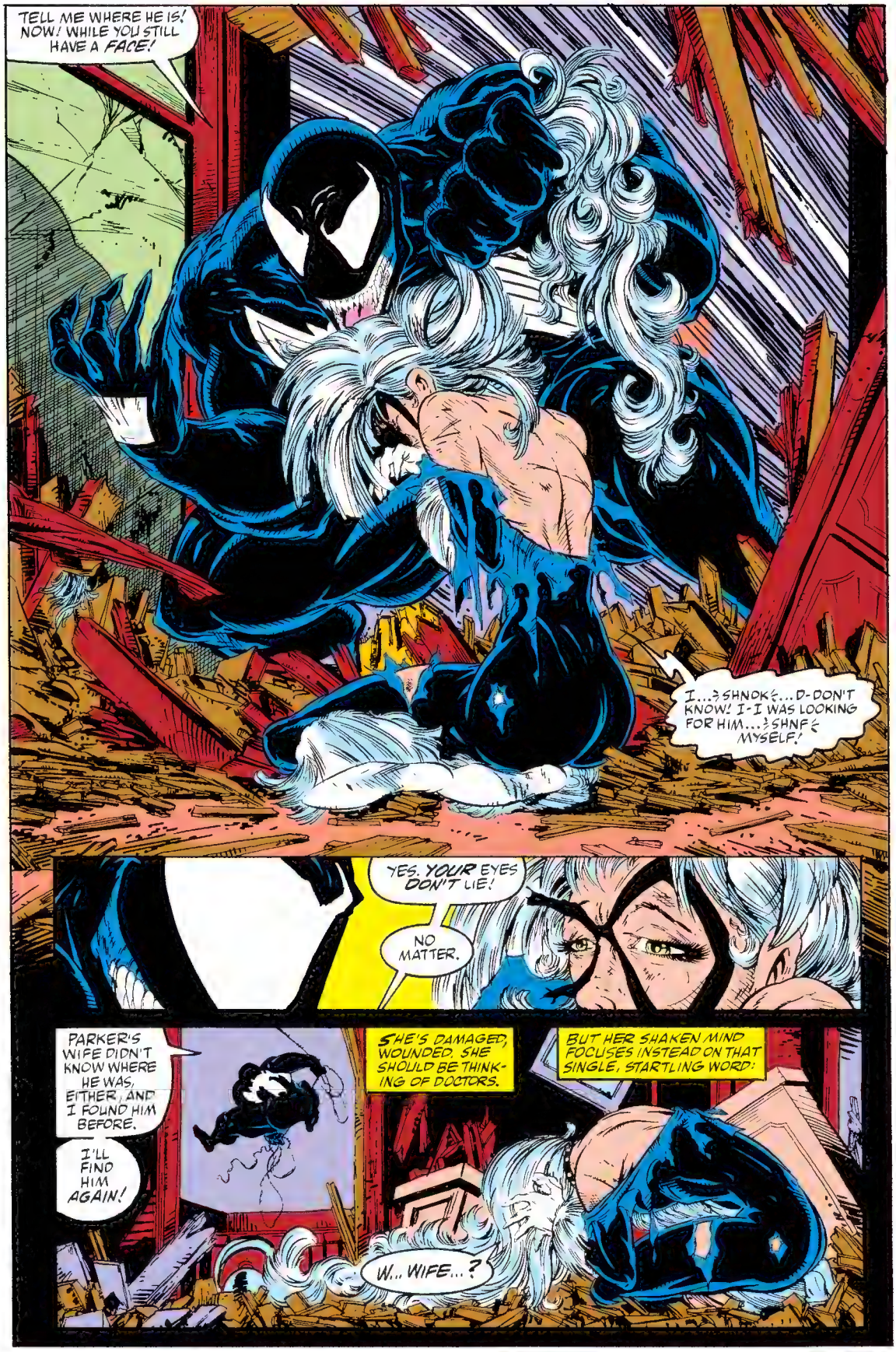

MAYBE I SHOULD LOOK FOR OTHER COSTUMED TYPES TO PHOTOGRAPH. AT LEAST JONAH HASN'T BLACK-BALLED ANYONE ELSE.
YET!
AH, WELL, BETTER CHANGE INTO THE CIVILIAN CLOTHES IN MY WEBBING BUNDLE --
-- AND LET PETER PARKER PEDDLE HIS WARES!
INSIDE, AT GLORIA GRANT'S WORK STATION...
HI, PETER! HERE ARE THOSE CHANGE OF ADDRESS NOTICES YOU ASKED ME TO RUN OFF.
GREAT!
SO HOW'S IT WORKING OUT, LIVING WITH YOUR AUNT MAY AGAIN -- UHP! LATER, PETE. MY LUNCH DATE'S HERE!
O.K., GLORY. THANKS FOR THE COPIES.
YOU DIDN'T MAKE THOSE ON THE OFFICE COPIER, DID YOU?
'LO, NICK.
USING COMPANY PROPERTY FOR PERSONAL NEEDS? DOES JONAH KNOW ABOUT THIS?
DOES GERALDO KNOW WHAT YOU USE TO SATISFY YOUR PERSONAL NEEDS, KATZENBERG?
HMPH!

JERK. SOME DAY I'M GOING TO--
--HELLO? MARY JANE?
HI, SWEETHEART! I WAS JUST ON MY WAY OUT.' HMMM? NO, I'M NOT DOING THAT FASHION SHOOT, AFTER ALL. THEY CANCELED AT THE LAST MINUTE.
UH-HUH, LIKE THE OTHERS.
NO, I'M FINE. REALLY!
I'M GOING TO USE THE TIME TO DO SOME APARTMENT HUNTING, AND TO PICK UP THOSE PROPERTY FORMS AT OUR OLD CONDO IN THE BEDFORD.
ARE YOU SURE YOU'RE OKAY, HON?
I'M GREAT, TIGER! HEY, AFTER BEING MY HUBBY ALL THIS TIME--
-- YOU SHOULD KNOW THAT!
'BYE!


MJ'S A REAL TROUPER. SHE'S WORRIED ABOUT THE DOWNSWING HER MODELING CAREER HAS TAKEN, AND FEELS BAD THAT WE WERE EVICTED BECAUSE SOME JEALOUS LUNATIC HAD A CRUSH ON HER. BUT SHE'S REALLY HIDING IT--
--EH? SPIDER-SENSE! USUALLY WARNS OF DANGER!
BUT LATELY IT'S BEEN BUZZING WHEN GLORY'S NEW BOYFRIEND IS AROUND!
SURE WISH I KNEW WHY.*
* PERHAPS BECAUSE HE'S A WEREWOLF! SEE CURRENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS. --J.S.
BUT WHILE PETER PARKER PONDERS; A LITHE FORM LEAPS FROM AN UPPER WEST-SIDE ROOF-TOP--
-- LANDING ON A BALCONY AT THE BEDFORD TOWERS, A TERRACE ONCE USED BY SPIDER-MAN FOR CLANDESTINE ENTRY. AND NOW USED BY--
-- THE BLACK CAT!
NO FURNITURE? HE'S MOVED OUT?!
BLAST!
WHEN I GOT BACK FROM EUROPE, SPIDER HAD MOVED FROM OUR OLD APARTMENT ON CHELSEA STREET, AND IT TOOK ME WEEKS TO TRACK HIM DOWN HERE!
NOW HE'S GONE AGAIN!

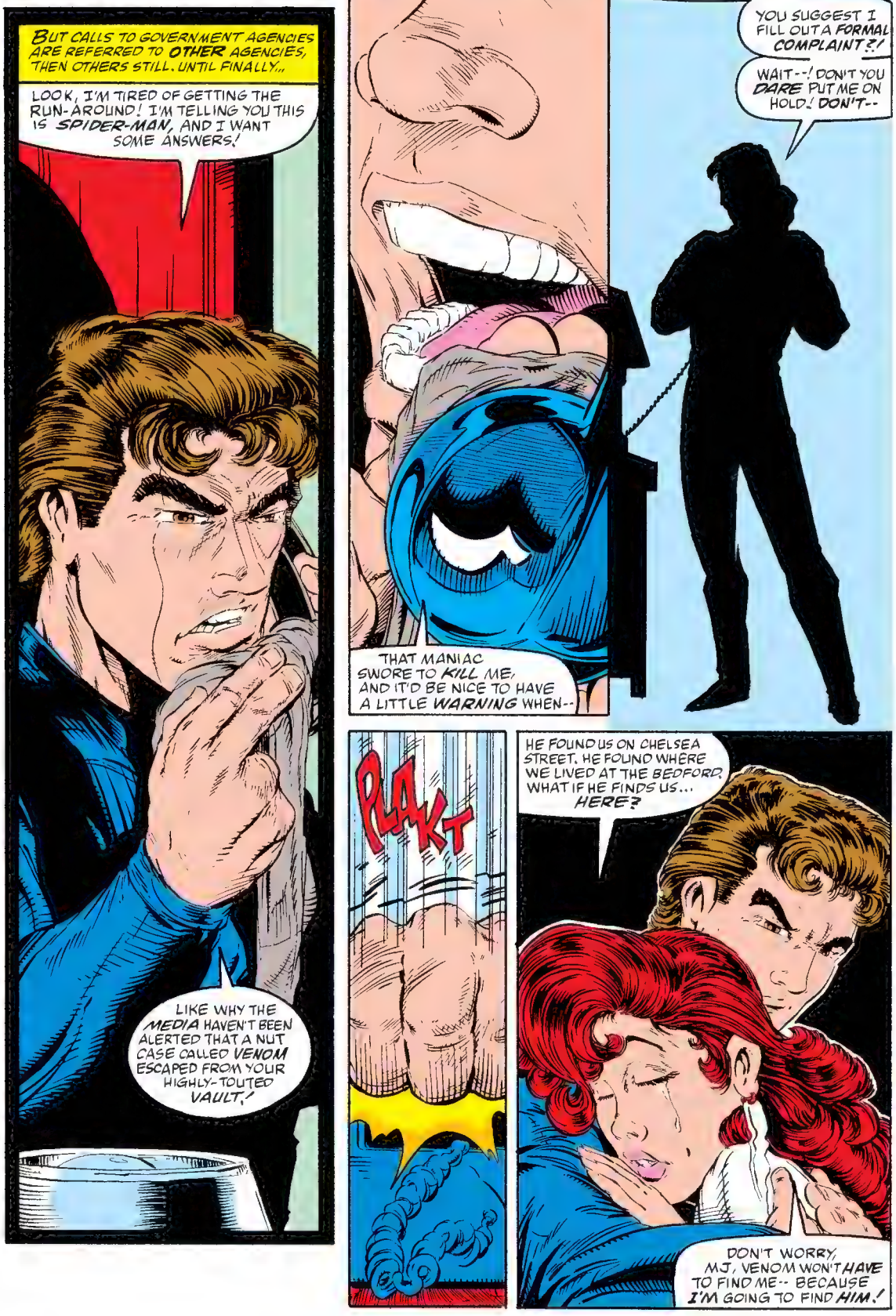
WE WERE IN LOVE, BUT I FLEW THE COOP, EVEN THOUGH I'D LOST MY BAD LUCK POWERS, AND KNEW THEY WOULDN'T BE A DANGER TO SPIDER!
I GOT MIXED UP WITH THAT SNAKE CALLED THE FOREIGNER FOR A WHILE, BUT NOW I KNOW THAT SPIDER AND I WERE MEANT TO BE TOGETHER IF ONLY I CAN FIND--
WHERE IS HE?
SPIDER...?
NO! COSTUME'S RIGHT, BUT HE'S TOO BIG! TOO...
...EVIL!
PARKER'S FLED HIS LAIR! BUT YOU KNOW WHO HE IS--YOU MUST KNOW WHERE HE IS!
TELL ME!
THRAK
THE ONLY THING I'M TELLIN' YOU, BUSTER, IS WHERE TO GO!
AND I DON'T THINK YOU'LL LIKE IT!

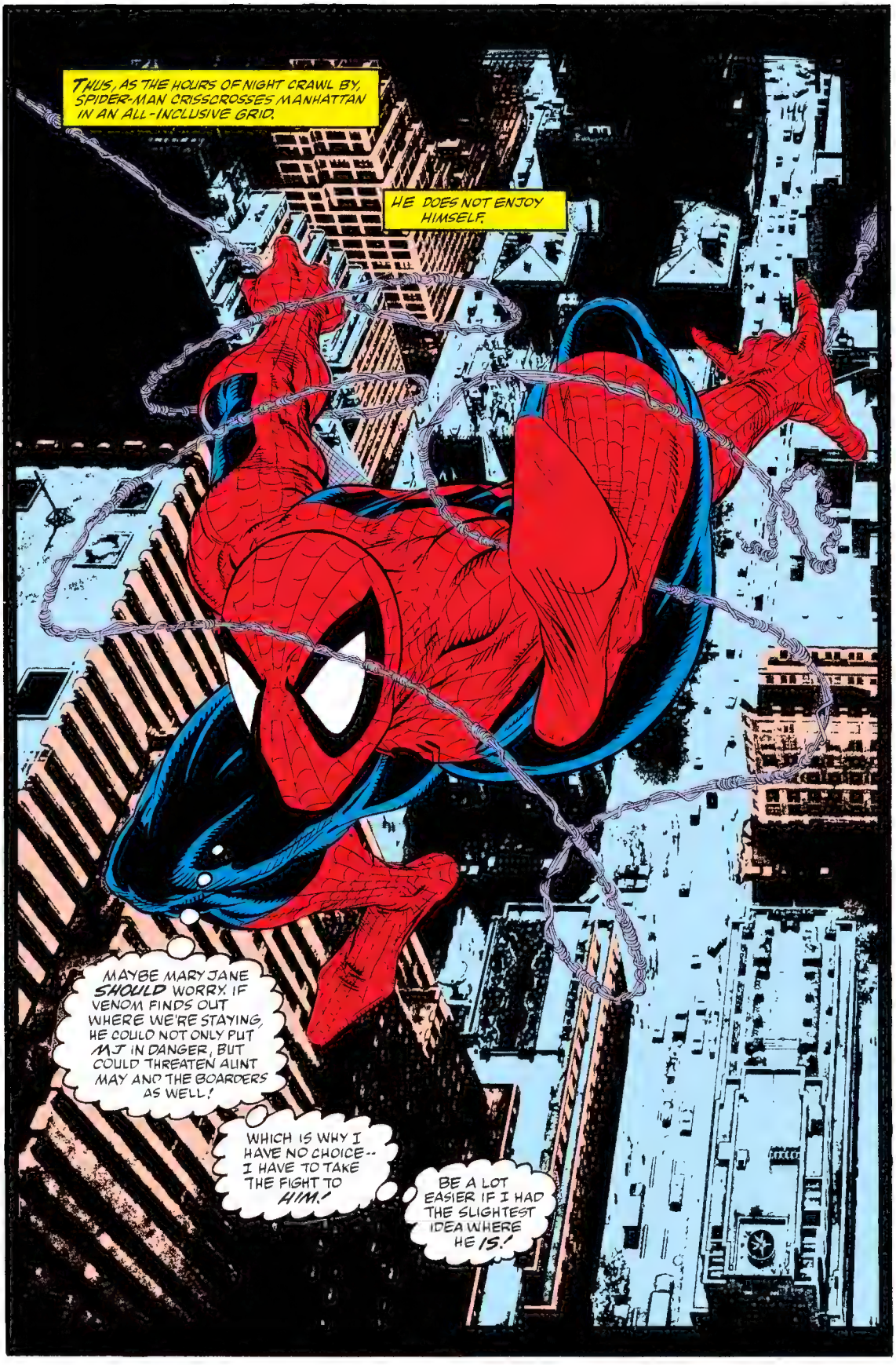

UH-OH! HE'S GOT WEBBING, JUST LIKE SPIDER! TOO STRONG FOR ME TO BREAK!
BUT FORTUNATELY, THE STEEL CHAIN HOLDING THAT CHANDELIER UP--
--ISN'T!
CRKLEESH
YYYYYAAAGGGGWOMAN!
KRUNCH

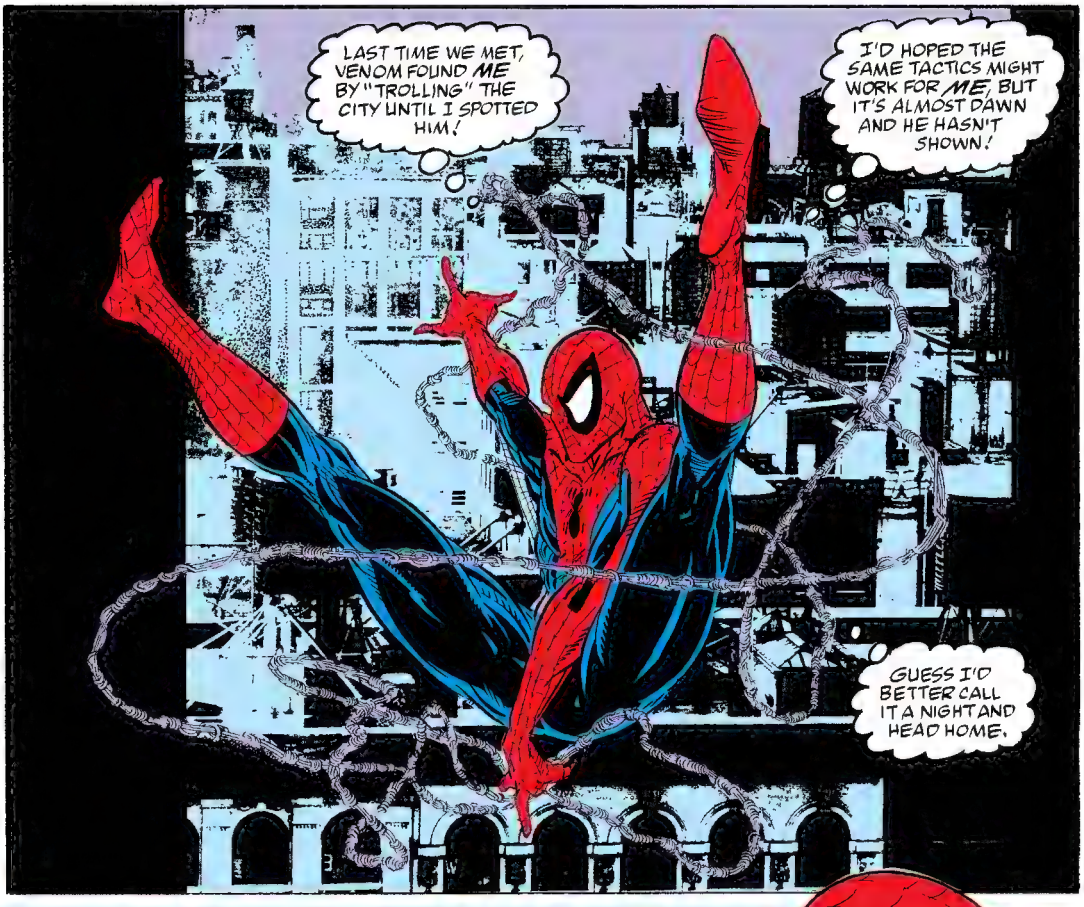

TELL ME WHERE HE IS! NOW! WHILE YOU STILL HAVE A FACE!
I...SHNOK...D-DON'T KNOW! I-I WAS LOOKING FOR HIM...SHNF MYSELF!
YES. YOUR EYES DON'T LIE!
NO MATTER.
PARKER'S WIFE DIDN'T KNOW WHERE HE WAS, EITHER, AND I FOUND HIM BEFORE.
I'LL FIND HIM AGAIN!
SHE'S DAMAGED, WOUNDED. SHE SHOULD BE THINKING OF DOCTORS.
BUT HER SHAKEN MIND FOCUSES INSTEAD ON THAT SINGLE, STARTLING WORD:
W... WIFE...?

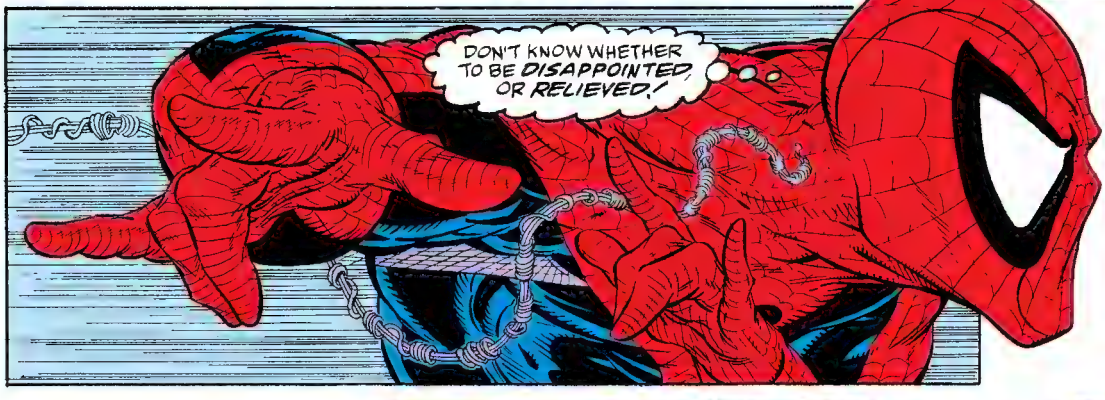
SPEAKING OF WHOM, SEVERAL STORIES BELOW...
I'M SURE GONNA MISS SEEIN' YOU AN' MR. PARKER, MA'AM.
WE'LL MISS YOU, TOO, WALLY. BUT WE'LL STOP BY AND SAY "HI" WHENEVER WE'RE--
GASP!
SOMETHIN' WRONG? YOU LOOK PALE.
I... I'M FINE, WALLY. I-I JUST--
--FELT A CHILL.
DARKNESS DESCENDS, AND AS PETER PARKER RETURNS TO THE FOREST HILLS BOARDING HOUSE RUN BY HIS AUNT MAY...
TOP O' TH' EVENIN' TO YE, PRETTY LADY! WHAT'S UP?
MARY JANE SEEMS UPSET, DEAR. MAYBE YOU SHOULD TALK WITH HER.
SHE'S UPSTAIRS.
AND...
MJ?

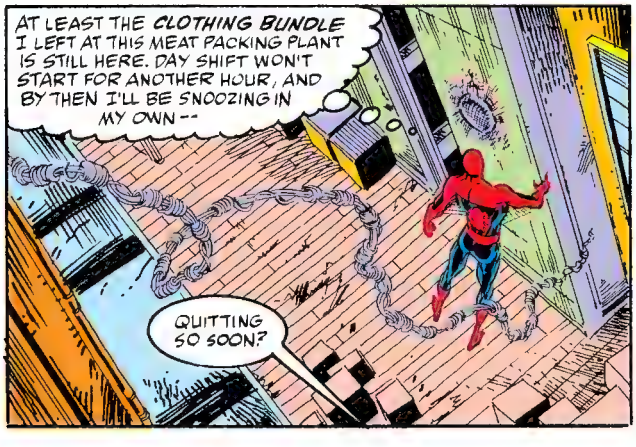
AUNT MAY SAID YOU NEEDED SOME PERKING-UP, AND THEY DON'T CALL ME "PETER PERKER" FOR NOTHING!
SO, DID YOU HEAR THE ONE ABOUT THE NEARSIGHTED GERBIL WHO--
PETER,
HE'S BACK.
©JOVIALITY FADES SWIFTLY AS PETER LISTENS TO HIS WIFE'S STORY, A TERSE TALE OF BLACK-AND-WHITE HORROR SEEN SWINGING AWAY FROM THE BEDFORD TOWERS. HORROR THAT HAS A NAME:
VENOM! BUT HE'S SUPPOSED TO BE LOCKED AWAY!
I'M GOING TO FIND OUT WHAT THE BLAZES IS GOING ON!

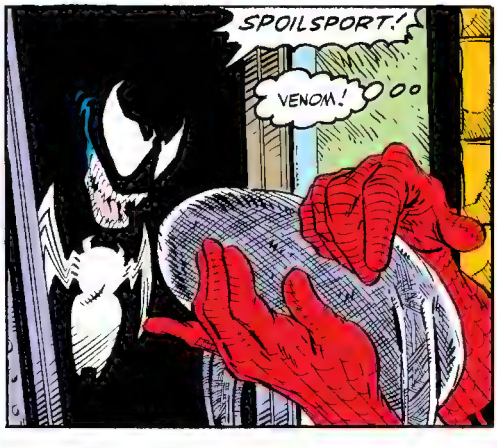

BUT CALLS TO GOVERNMENT AGENCIES ARE REFERRED TO OTHER AGENCIES, THEN OTHERS STILL. UNTIL FINALLY...
LOOK, I'M TIRED OF GETTING THE RUN-AROUND! I'M TELLING YOU THIS IS SPIDER-MAN, AND I WANT SOME ANSWERS!
LIKE WHY THE MEDIA HAVEN'T BEEN ALERTED THAT A NUT CASE CALLED VENOM ESCAPED FROM YOUR HIGHLY-TOUTED VAULT!
THAT MANIAC SWORE TO KILL ME, AND IT'D BE NICE TO HAVE A LITTLE WARNING WHEN--
--WHAT? YOU WERE TRYING TO PREVENT PANIC?
YOU SUGGEST I FILL OUT A FORMAL COMPLAINT?!
WAIT--! DON'T YOU DARE PUT ME ON HOLD! DON'T--
PLAKT
HE FOUND US ON CHELSEA STREET. HE FOUND WHERE WE LIVED AT THE BEDFORD. WHAT IF HE FINDS US... HERE?
DON'T WORRY, MJ. VENOM WON'T HAVE TO FIND ME-- BECAUSE I'M GOING TO FIND HIM!


THUS, AS THE HOURS OF NIGHT CRAWL BY, SPIDER-MAN CRISSCROSSES MANHATTAN IN AN ALL-INCLUSIVE GRID.
HE DOES NOT ENJOY HIMSELF.
MAYBE MARY JANE SHOULD WORRY. IF VENOM FINDS OUT WHERE WE'RE STAYING, HE COULD NOT ONLY PUT MJ IN DANGER, BUT COULD THREATEN AUNT MAY AND THE BOARDERS AS WELL!
WHICH IS WHY I HAVE NO CHOICE-- I HAVE TO TAKE THE FIGHT TO HIM!
BE A LOT EASIER IF I HAD THE SLIGHTEST IDEA WHERE HE IS!


LAST TIME WE MET, VENOM FOUND ME BY "TROLLING" THE CITY UNTIL I SPOTTED HIM!
I'D HOPED THE SAME TACTICS MIGHT WORK FOR ME, BUT IT'S ALMOST DAWN AND HE HASN'T SHOWN!
GUESS I'D BETTER CALL IT A NIGHT AND HEAD HOME.

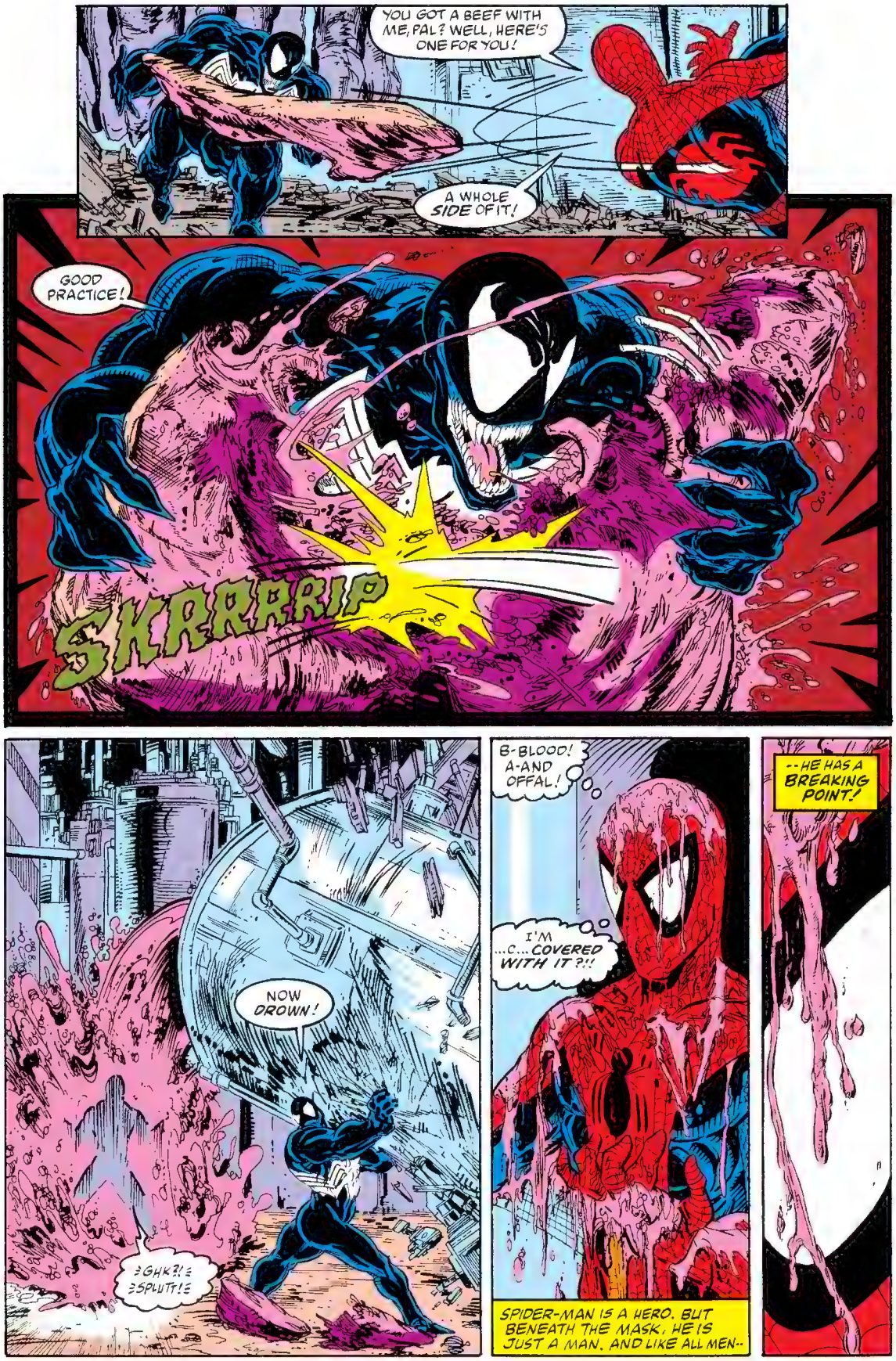

DON'T KNOW WHETHER TO BE DISAPPOINTED, OR RELIEVED!

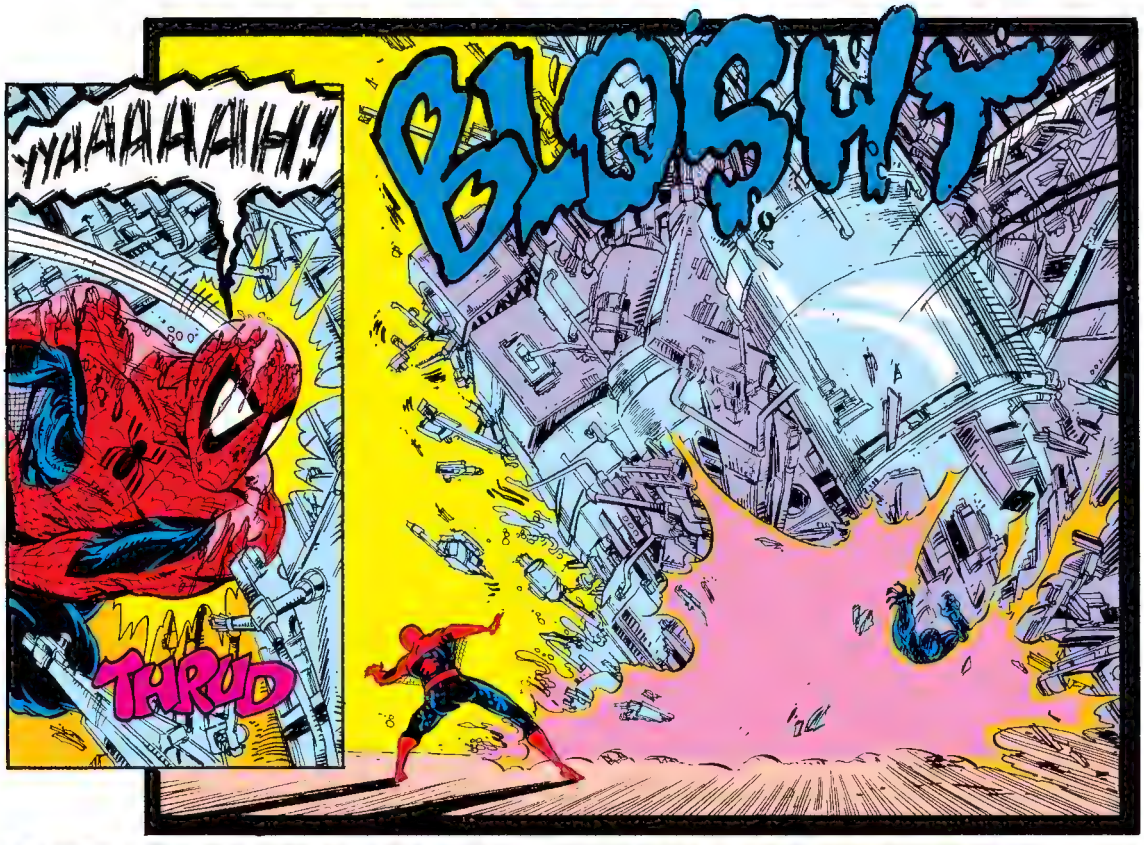

AT LEAST THE CLOTHING BUNDLE I LEFT AT THIS MEAT PACKING PLANT IS STILL HERE. DAY SHIFT WON'T START FOR ANOTHER HOUR, AND BY THEN I'LL BE SNOOZING IN MY OWN --
QUITTING SO SOON?

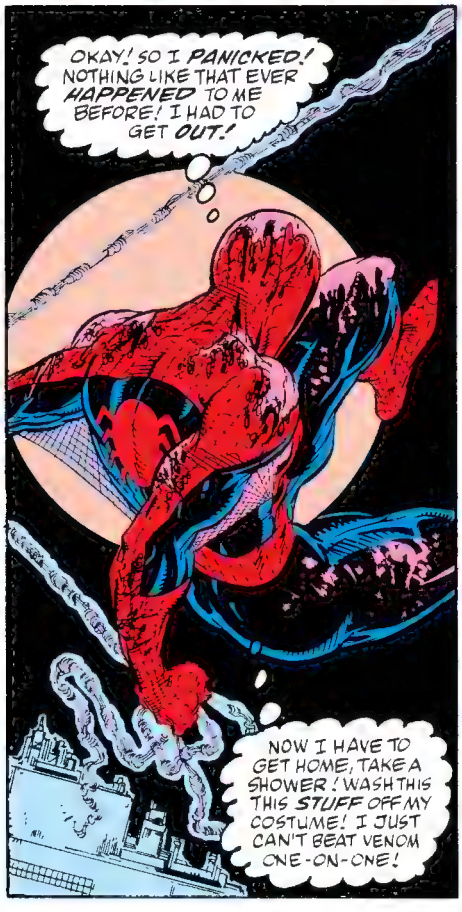

SPOILSPORT!
VENOM!

ER, F-FINALLY FOUND ME, EH?
FIND YOU? WE'VE BEEN FOLLOWING YOU!
FOR HOURS...!
BLAST! FORGOT THAT HIS ALIEN SYMBIOTE COSTUME DOESN'T TRIGGER MY SPIDER-SENSE! I DIDN'T EVEN THINK TO LOOK BEHIND ME!
PZZP
AND WITHOUT MY SPIDER-SENSE, I WASN'T WARNED TO AVOID VENOM'S WEBLINE! GOT TO BREAK LOOSE BEFORE--
RAKASH!

VENOM HAS ALL OF MY POWERS, AND MORE MUSCLE!
DON'T KNOW IF I COULD SURVIVE A HEAD-TO-HEAD BATTLE!
SO I'LL JUST HAVE TO USE MY HEAD AND LURE HIM INTO AN AMBUSH!
COME OUT, COME OUT, WHEREVER YOU ARE! WE PROMISE TO KILL YOU NICE!
JUST A LIIIIIIITLE CLOSER AND--
HA!
KLOP
WE KNEW YOU'D BE THERE!


YOU GOT A BEEF WITH ME, PAL? WELL, HERE'S ONE FOR YOU!
A WHOLE SIDE OF IT!
GOOD PRACTICE!
SKRRRRIP
NOW DROWN!
GHK?!
SPLUT!
B-BLOOD! A-AND OFFAL!
I'M ...C...COVERED WITH IT?!!
SPIDER-MAN IS A HERO. BUT BENEATH THE MASK, HE IS JUST A MAN. AND LIKE ALL MEN..
--HE HAS A BREAKING POINT!


YHAAAAAH!
THRUD
BLOSH


OKAY! SO I PANICKED! NOTHING LIKE THAT EVER HAPPENED TO ME BEFORE! I HAD TO GET OUT!
NOW I HAVE TO GET HOME, TAKE A SHOWER! WASH THIS THIS STUFF OFF MY COSTUME! I JUST CAN'T BEAT VENOM ONE-ON-ONE!

" I'LL NEED A PLAN, MAYBE SOME HELP! BUT AT LEAST I'LL HAVE TIME TO WORK ON IT!
" THANK HEAVEN VENOM STILL DOESN'T KNOW--
"--WHERE I LIVE!"
WE'VE MOVED!
Please be advised that TER and MARY JANE PARKER are now residing at:
0 Ingram Street
st Hills, NY 11375
(718) 555-5692

NEXT ISSUE:
GUESS WHO'S COMING TO
DINNER!
(HEH HEH HEH! HEHHEHHEH HEH HEH HEH..)

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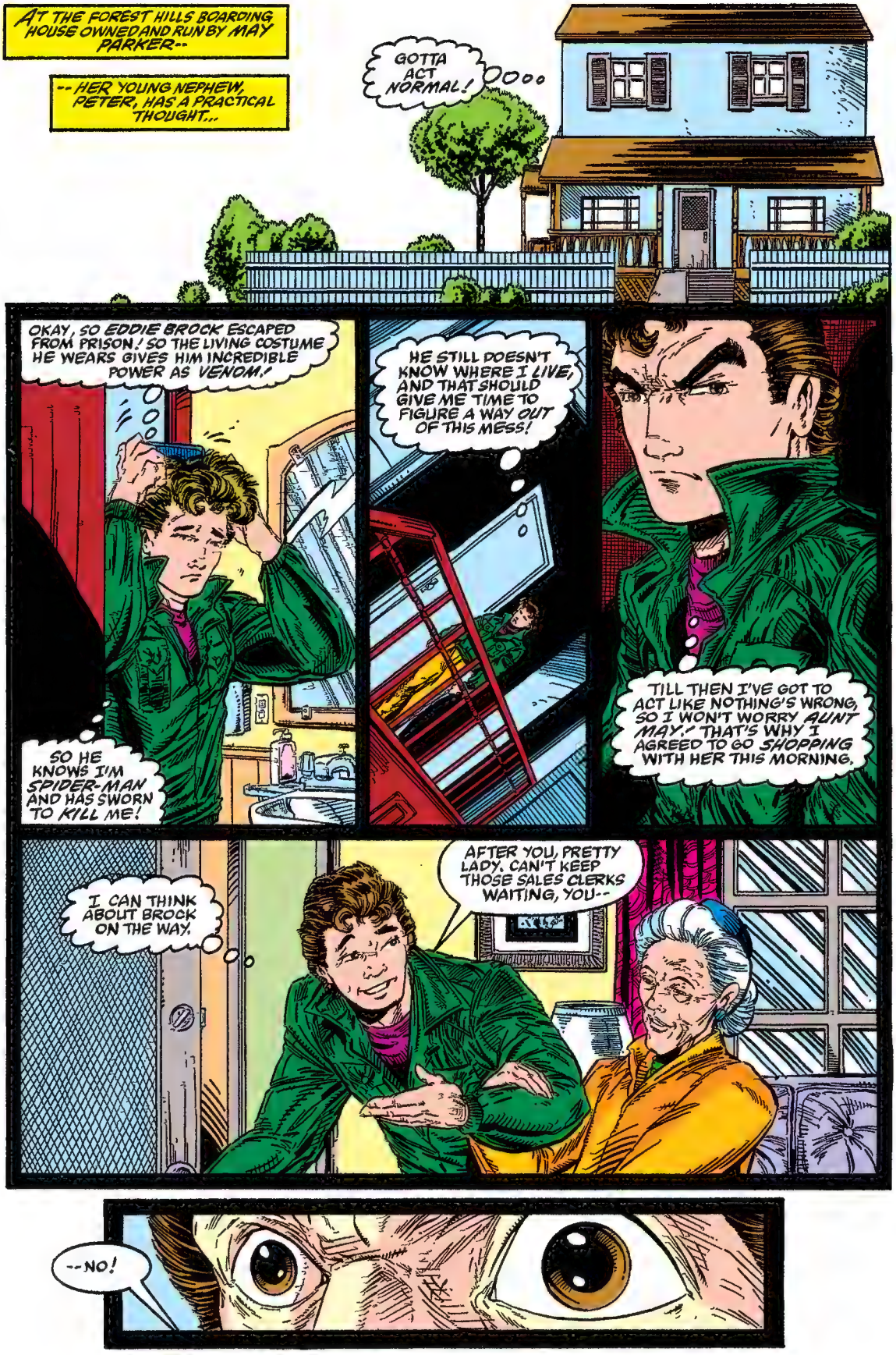
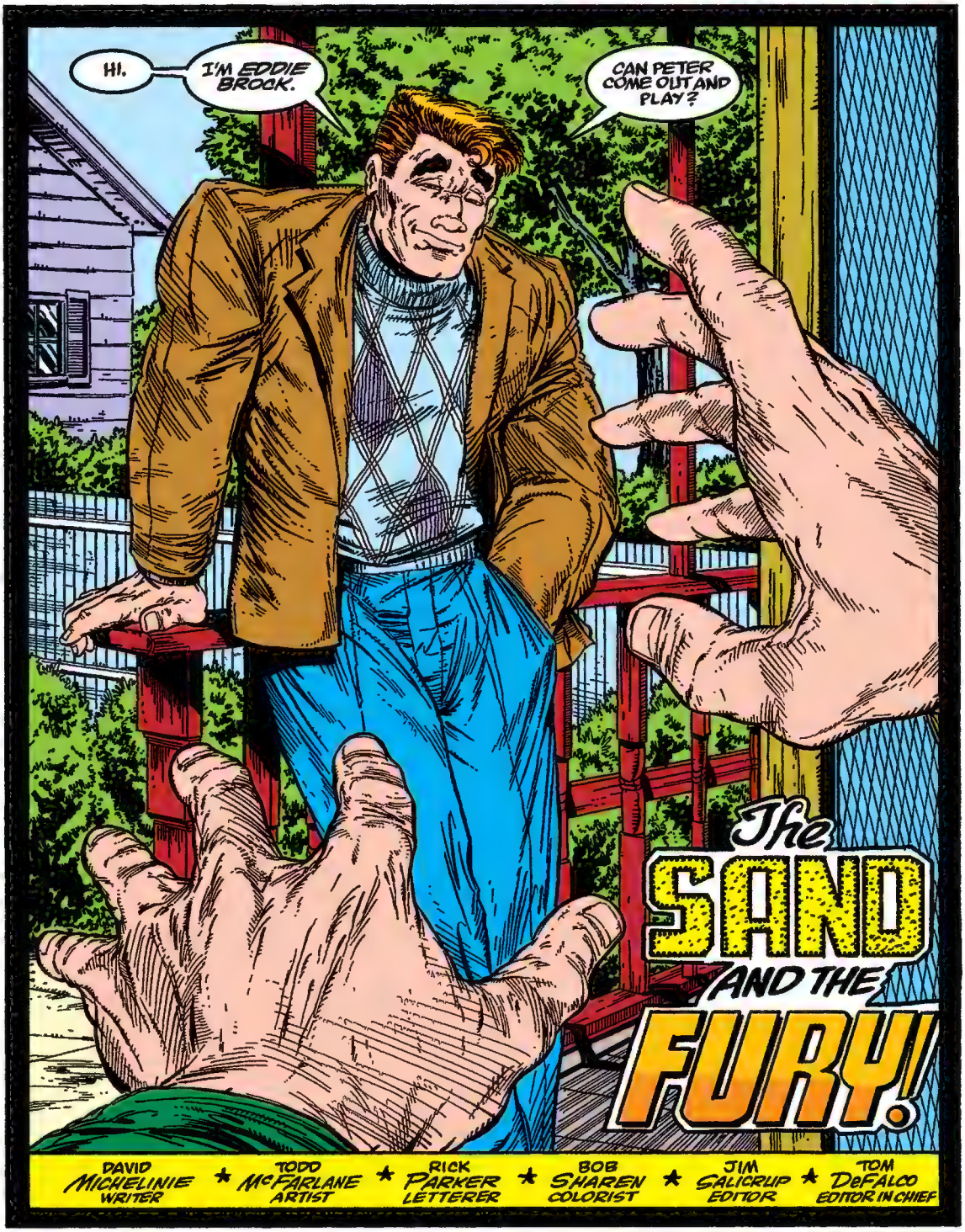
THE WORLD'S GREATEST COMIC MAGAZINE!
HEY!
the AMAZING SPIDER-MAN®
HAS VENOM™ BECOME KINDER AND GENTLER?
McFARLANE
READ OUR LIPS, SPIDEY--
NO WAY!


AT THE FOREST HILLS BOARDING HOUSE OWNED AND RUN BY MAY PARKER--
--HER YOUNG NEPHEW, PETER, HAS A PRACTICAL THOUGHT...
GOTTA ACT NORMAL!
OKAY, SO EDDIE BROCK ESCAPED FROM PRISON! SO THE LIVING COSTUME HE WEARS GIVES HIM INCREDIBLE POWER AS VENOM!
SO HE KNOWS I'M SPIDER-MAN AND HAS SWORN TO KILL ME!
HE STILL DOESN'T KNOW WHERE I LIVE, AND THAT SHOULD GIVE ME TIME TO FIGURE A WAY OUT OF THIS MESS!
TILL THEN I'VE GOT TO ACT LIKE NOTHING'S WRONG, SO I WON'T WORRY AUNT MAY! THAT'S WHY I AGREED TO GO SHOPPING WITH HER THIS MORNING.
I CAN THINK ABOUT BROCK ON THE WAY.
AFTER YOU, PRETTY LADY. CAN'T KEEP THOSE SALES CLERKS WAITING, YOU--
--NO!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



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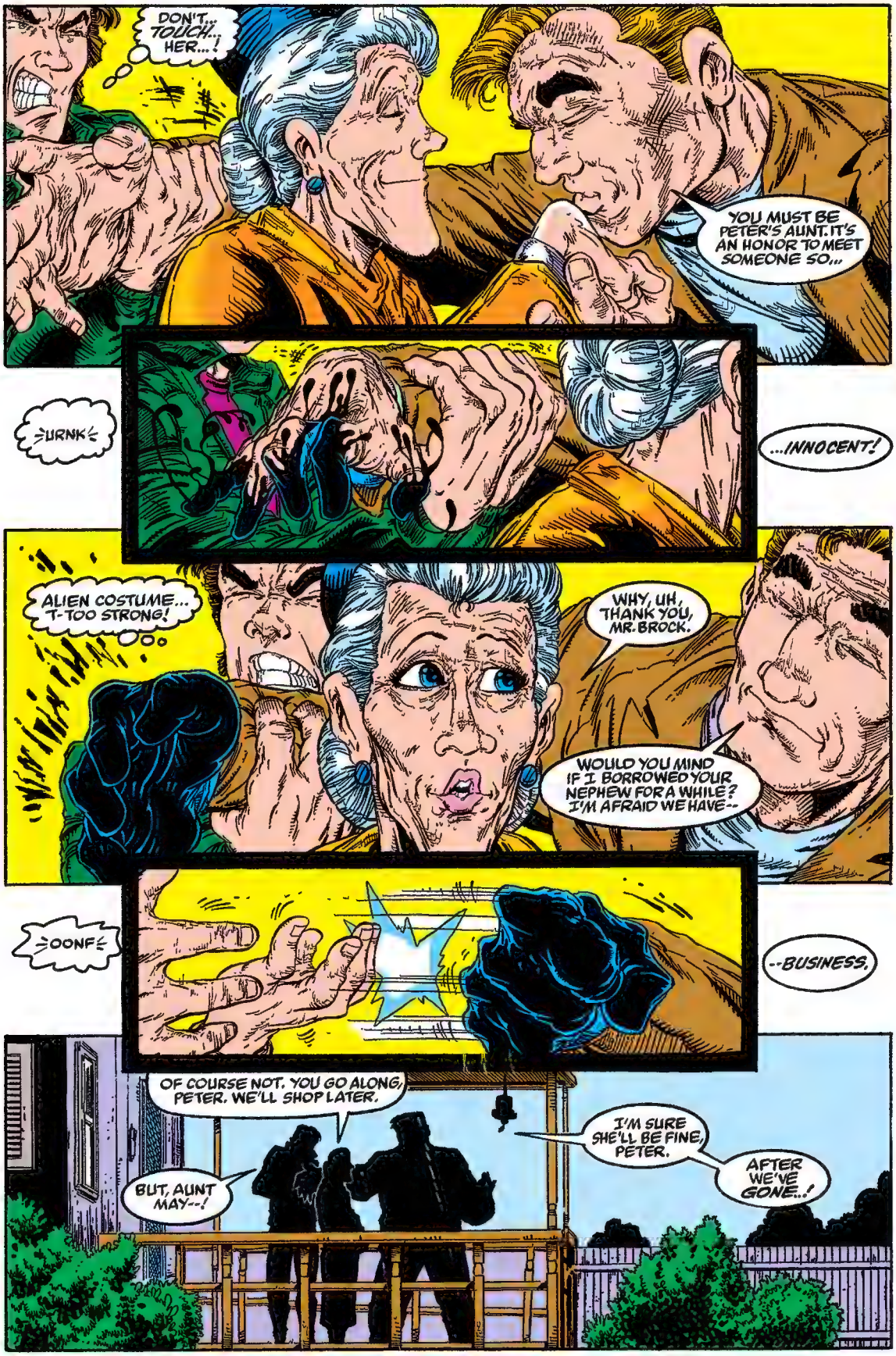
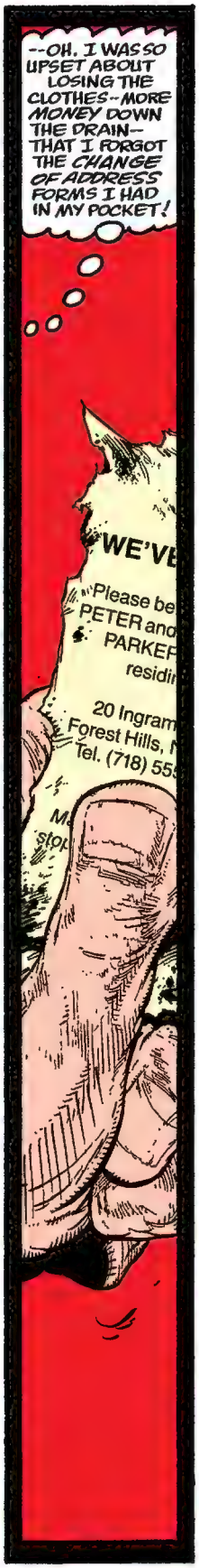
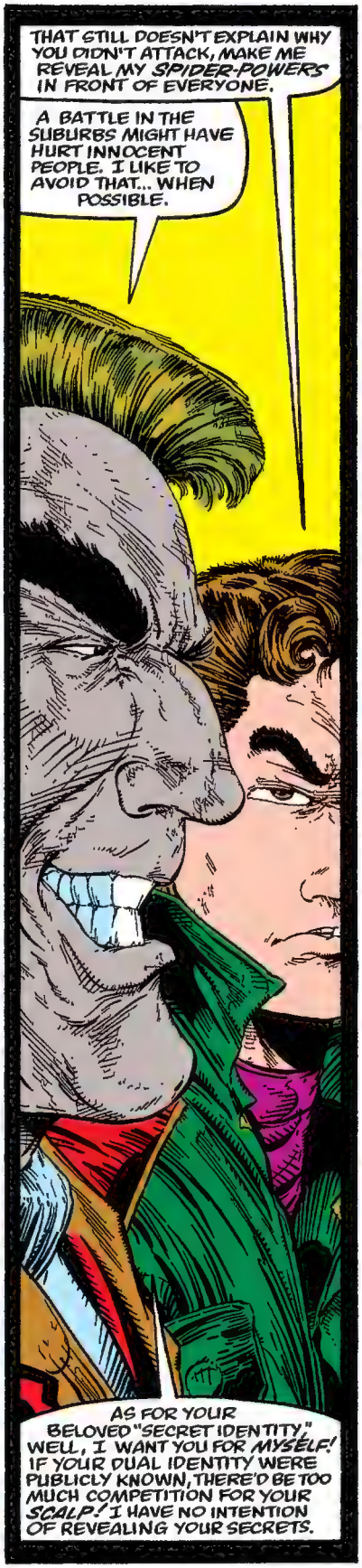

DON'T... TOUCH... HER...!
YOU MUST BE PETER'S AUNT. IT'S AN HONOR TO MEET SOMEONE SO...
=URNK=
...INNOCENT!
ALIEN COSTUME... T-TOO STRONG!
WHY, UH, THANK YOU, MR. BROCK.
WOULD YOU MIND IF I BORROWED YOUR NEPHEW FOR A WHILE? I'M AFRAID WE HAVE--
=OONF=
--BUSINESS.
OF COURSE NOT. YOU GO ALONG, PETER. WE'LL SHOP LATER.
I'M SURE SHE'LL BE FINE, PETER.
AFTER WE'VE GONE...!
BUT, AUNT MAY--!

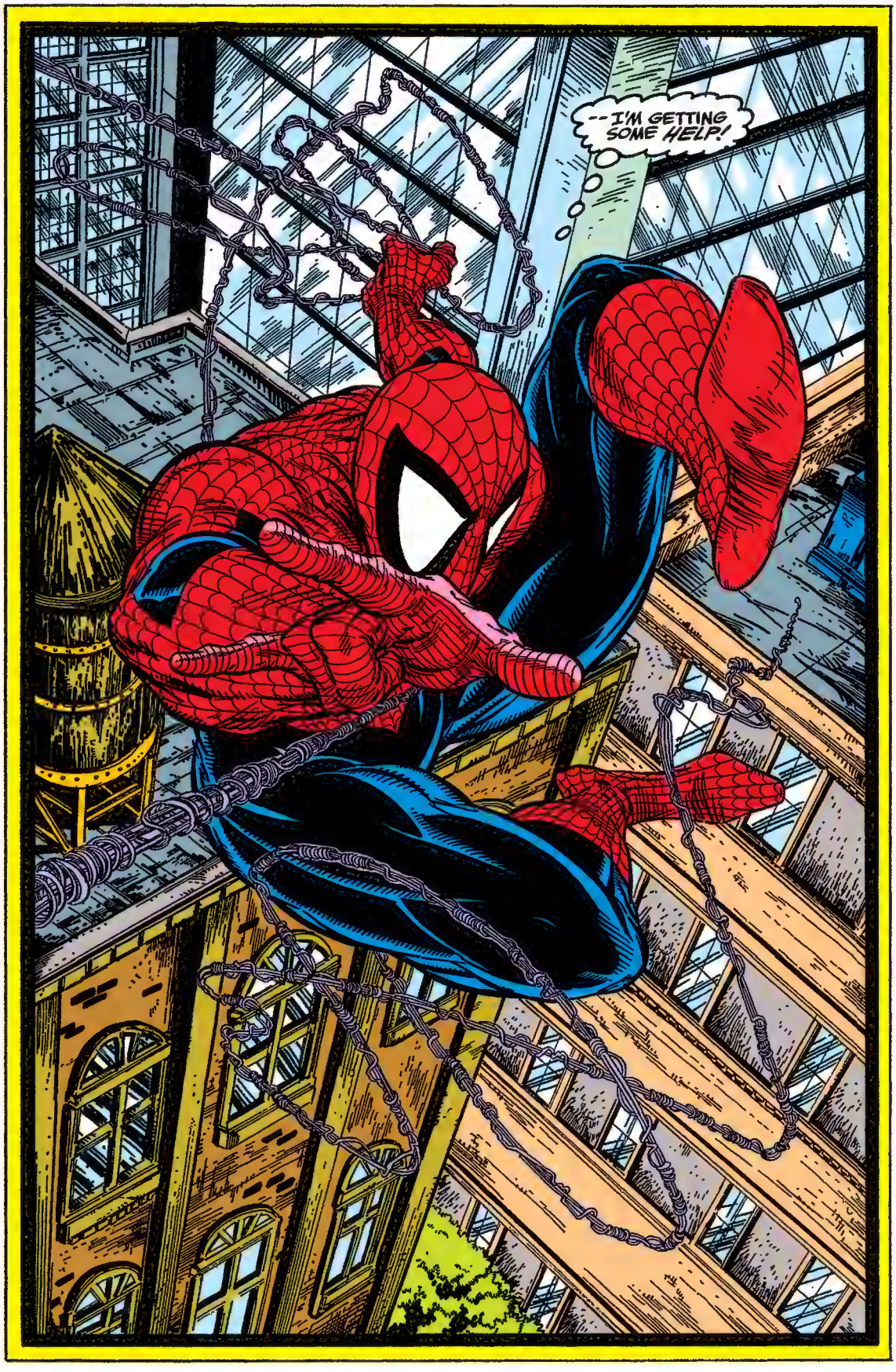
OKAY, AT LEAST AUNT MAY'S OUT OF DANGER! BUT WHAT NOW?
I GIVE UP, BROCK. HOW DID YOU FIND ME?
VERY EASILY. YOU LEFT SOME CLOTHING BEHIND AT OUR PREVIOUS ENCOUNTER.*
YEAH? SO WHA--
*SEE LAST ISSUE. -- J.S.

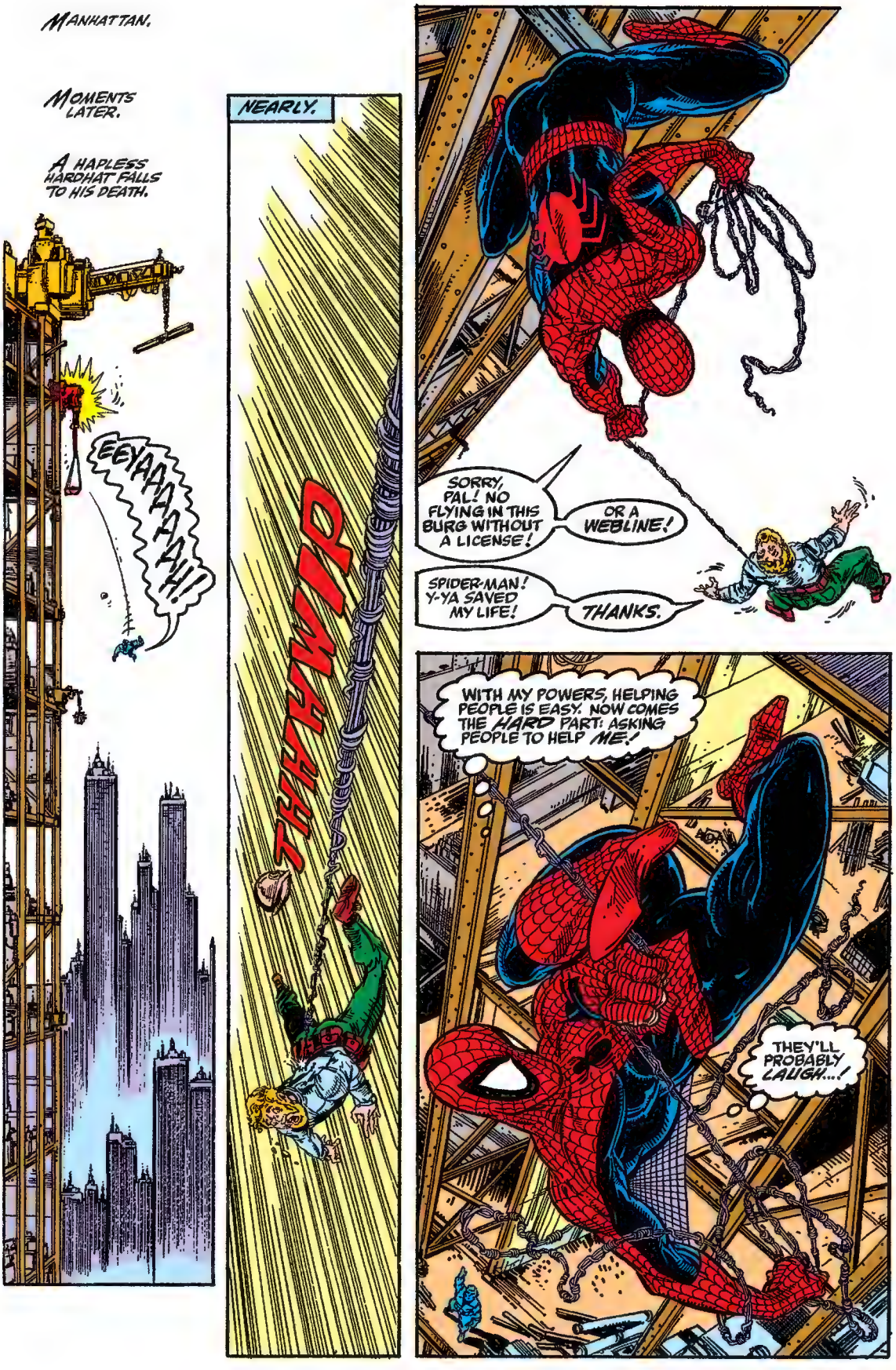

--OH. I WAS SO UPSET ABOUT LOSING THE CLOTHES--MORE MONEY DOWN THE DRAIN--THAT I FORGOT THE CHANGE OF ADDRESS FORMS I HAD IN MY POCKET!
WE'VE
Please be
PETER and
PARKER
residi
20 Ingram
Forest Hills,
Tel. (718) 55


THAT STILL DOESN'T EXPLAIN WHY YOU DIDN'T ATTACK, MAKE ME REVEAL MY SPIDER-POWERS IN FRONT OF EVERYONE.
A BATTLE IN THE SUBURBS MIGHT HAVE HURT INNOCENT PEOPLE. I LIKE TO AVOID THAT... WHEN POSSIBLE.
AS FOR YOUR BELOVED "SECRET IDENTITY," WELL, I WANT YOU FOR MYSELF! IF YOUR DUAL IDENTITY WERE PUBLICLY KNOWN, THERE'D BE TOO MUCH COMPETITION FOR YOUR SCALP! I HAVE NO INTENTION OF REVEALING YOUR SECRETS.

AS LONG AS YOU PLAY BY THE RULES!

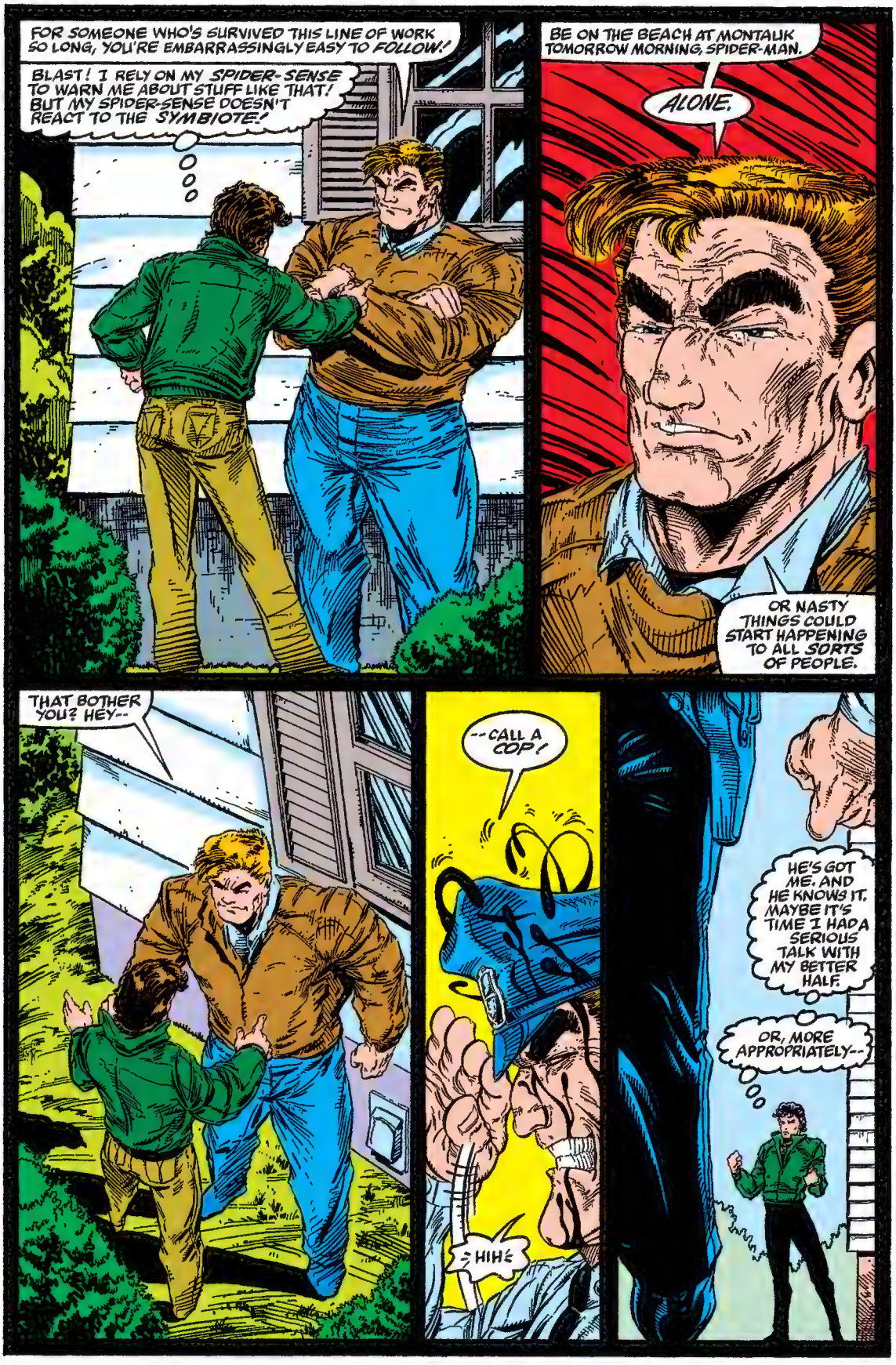
AND JUST WHAT DO YOU HAVE IN MIND?
IN THE YEARS I SPENT AS A REPORTER FOR THE DAILY GLOBE--BEFORE YOU DESTROYED MY CAREER BY PROVING ONE OF MY BEST STORIES TO BE UNTRUE--I LEARNED A LOT OF THINGS.
ONE WAS THAT THE GLOBE'S PUBLISHER HAS AN ESTATE ON LONG ISLAND: SEACREST, ON THE TIP OF MONTAUK.
I WANT YOU TO MEET ME THERE TOMORROW. AT SUNUP THE PLACE IS DESERTED IN WINTER SO...
...WE WON'T BE DISTURBED!
I'LL BE THERE.
YES. SO WILL WE.
"PLAY BY THE RULES"?! RIGHT! AND END UP LIKE THE BRITISH REGULARS DID AGAINST THE MINUTE MEN!
VENOM ALMOST KILLED ME IN OUR LAST BATTLE! AND THIS TIME OUT--

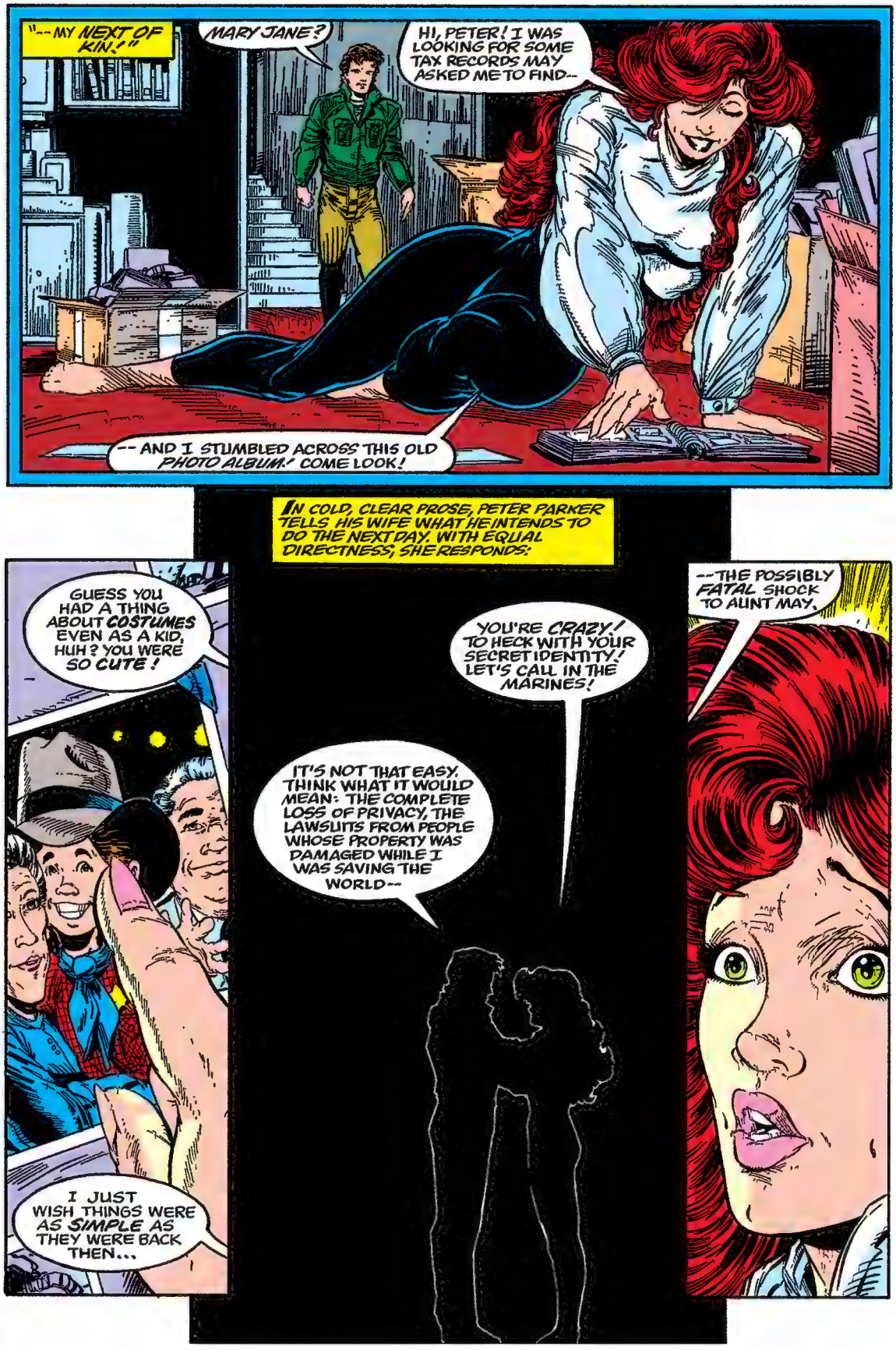

--I'M GETTING SOME HELP!


MANHATTAN.
MOMENTS LATER.
A HAPLESS HARDHAT FALLS TO HIS DEATH.
EEYAAAAAAH!
NEARLY.
THHWIP
SORRY, PAL! NO FLYING IN THIS BURG WITHOUT A LICENSE!
OR A WEBLINE!
SPIDER-MAN! Y-YA SAVED MY LIFE!
THANKS.
WITH MY POWERS, HELPING PEOPLE IS EASY. NOW COMES THE HARD PART: ASKING PEOPLE TO HELP ME!
THEY'LL PROBABLY LAUGH...!

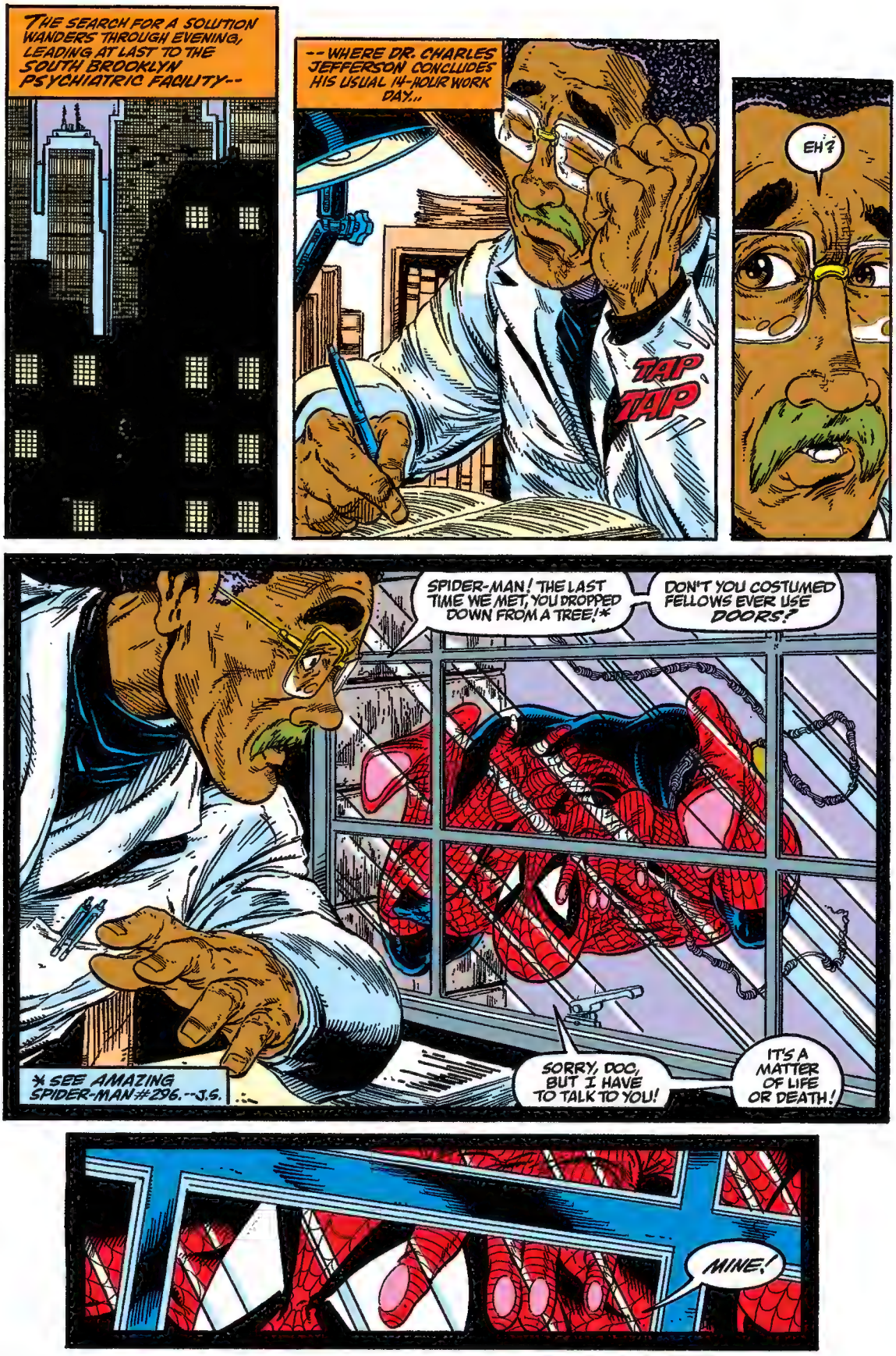
WHAT IS THIS, A JOKE?
FOUR FREEDOMS PLAZA, HOME OF THE FANTASTIC FOUR.
LOOK, BEN, AS THE THING, YOU WERE PART OF THE F.F. WHEN THEY WERE ON THE BEYONDER'S PLANET. YOU KNOW THAT'S WHERE THE ALIEN SYMBIOTE COSTUME CAME FROM, WHERE IT FIRST TRIED TO MELD WITH ME.
AND YOU KNOW THAT IT HATES ME BECAUSE I REJECTED IT!
NOW IT'S MELDED WITH EDDIE BROCK, WHO HATES ME ALMOST AS MUCH! WHEN THEY BECOME VENOM, THEY'RE ONE OF THE DEADLIEST FOES I'VE FACED!
I NEED HELP!
* THIS STORY TAKES PLACE BEFORE THE EVENTS IN FANTASTIC FOUR #226.-- J.S.
THEN YOU GOT IT!
I'LL GATHER THE REST O' THE TEAM TOGETHER AN' PUT 'EM ON STANDBY!

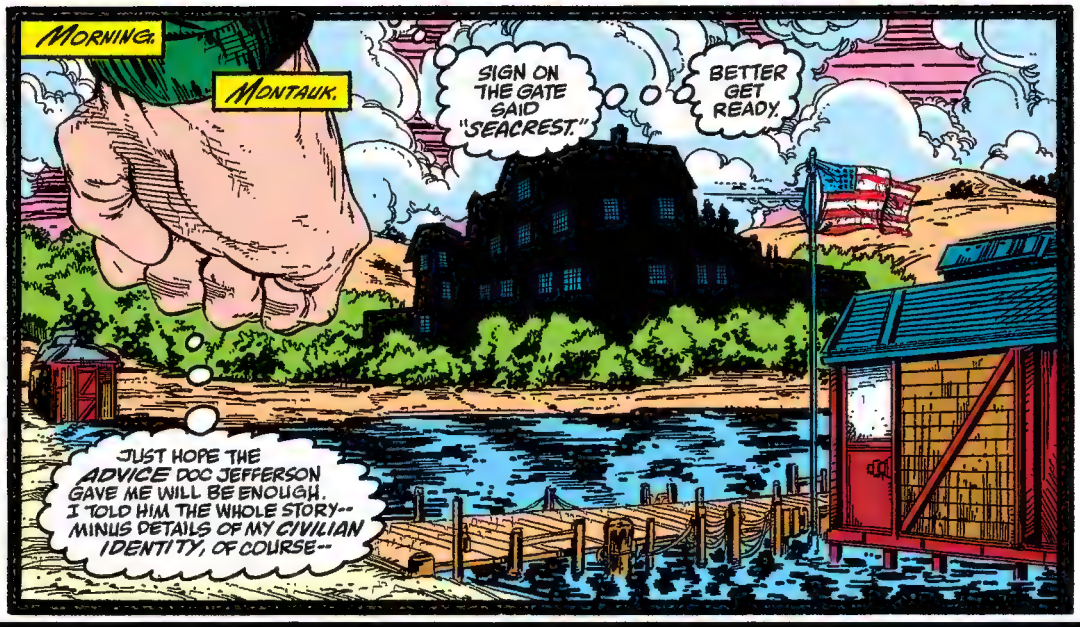
THE MINUTE YOU NEED US, WEB-SLINGER, JUST--
"--HOLLER!"
YOU!
AUNT MAY'S BOARDING HOUSE.
LATER THAT AFTERNOON.
YOUR FRIEND EDDIE DROPPED BY FOR A VISIT, PETER.
HE'S SUCH A HELPFUL YOUNG MAN!
YEAH, A REGULAR BOY SCOUT!
C'MON, "FRIEND," YOU AN' ME GOTTA TALK!
WHERE DO YOU GET OFF HASSLING MY FAMILY? I THOUGHT THIS WAS BETWEEN US!
THAT'S RIGHT. YOU AND ME.
NOT THE FANTASTIC FOUR!
WHAT?! H-HOW DID YOU--?

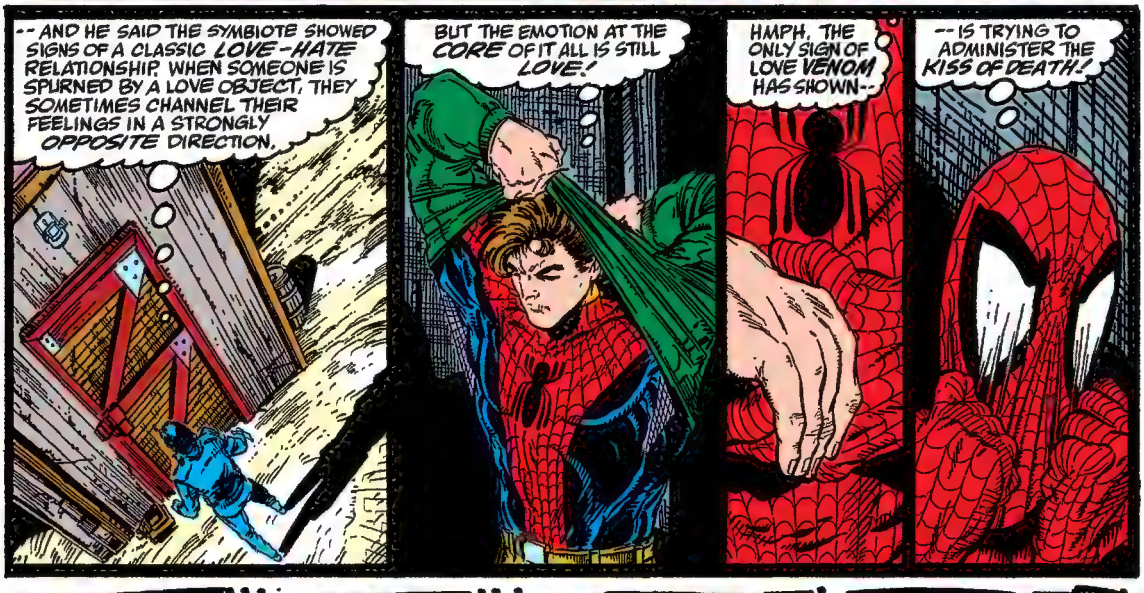

FOR SOMEONE WHO'S SURVIVED THIS LINE OF WORK SO LONG, YOU'RE EMBARRASSINGLY EASY TO FOLLOW!
BLAST! I RELY ON MY SPIDER-SENSE TO WARN ME ABOUT STUFF LIKE THAT! BUT MY SPIDER-SENSE DOESN'T REACT TO THE SYMBIOTE!
BE ON THE BEACH AT MONTAUK TOMORROW MORNING, SPIDER-MAN.
ALONE.
OR NASTY THINGS COULD START HAPPENING TO ALL SORTS OF PEOPLE.
THAT BOTHER YOU? HEY--
--CALL A COP!
:HIH:
HE'S GOT ME. AND HE KNOWS IT. MAYBE IT'S TIME I HAD A SERIOUS TALK WITH MY BETTER HALF.
OR, MORE APPROPRIATELY--

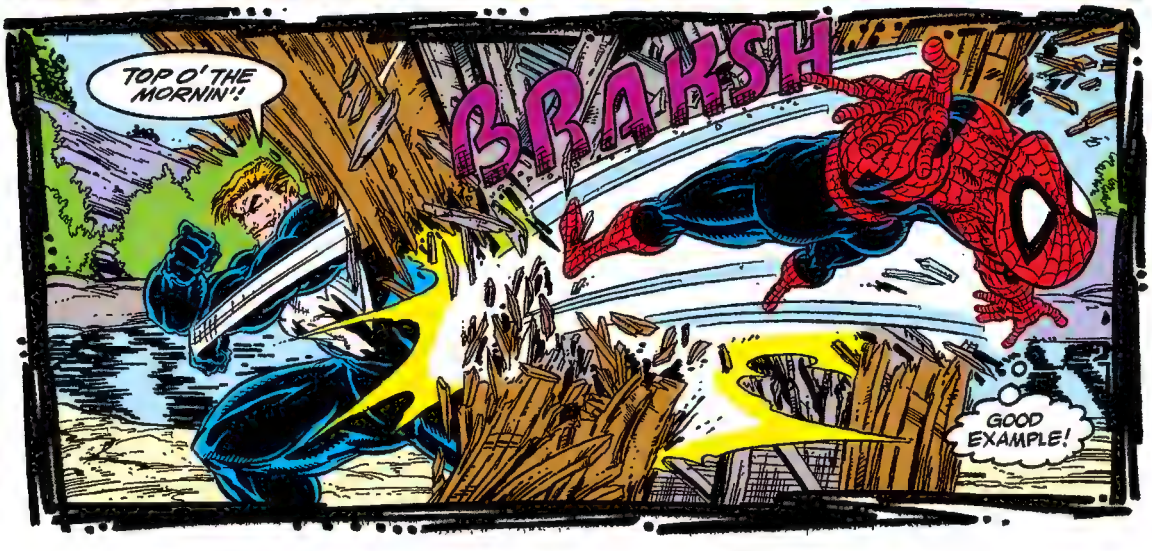

"--MY NEXT OF KIN!"
MARY JANE?
HI, PETER! I WAS LOOKING FOR SOME TAX RECORDS MAY ASKED ME TO FIND--
-- AND I STUMBLED ACROSS THIS OLD PHOTO ALBUM! COME LOOK!
IN COLD, CLEAR PROSE, PETER PARKER TELLS HIS WIFE WHAT HE INTENDS TO DO THE NEXT DAY. WITH EQUAL DIRECTNESS, SHE RESPONDS:
GUESS YOU HAD A THING ABOUT COSTUMES EVEN AS A KID, HUH? YOU WERE SO CUTE!
I JUST WISH THINGS WERE AS SIMPLE AS THEY WERE BACK THEN...
IT'S NOT THAT EASY. THINK WHAT IT WOULD MEAN: THE COMPLETE LOSS OF PRIVACY, THE LAWSUITS FROM PEOPLE WHOSE PROPERTY WAS DAMAGED WHILE I WAS SAVING THE WORLD--
YOU'RE CRAZY! TO HECK WITH YOUR SECRET IDENTITY! LET'S CALL IN THE MARINES!
--THE POSSIBLY FATAL SHOCK TO AUNT MAY,

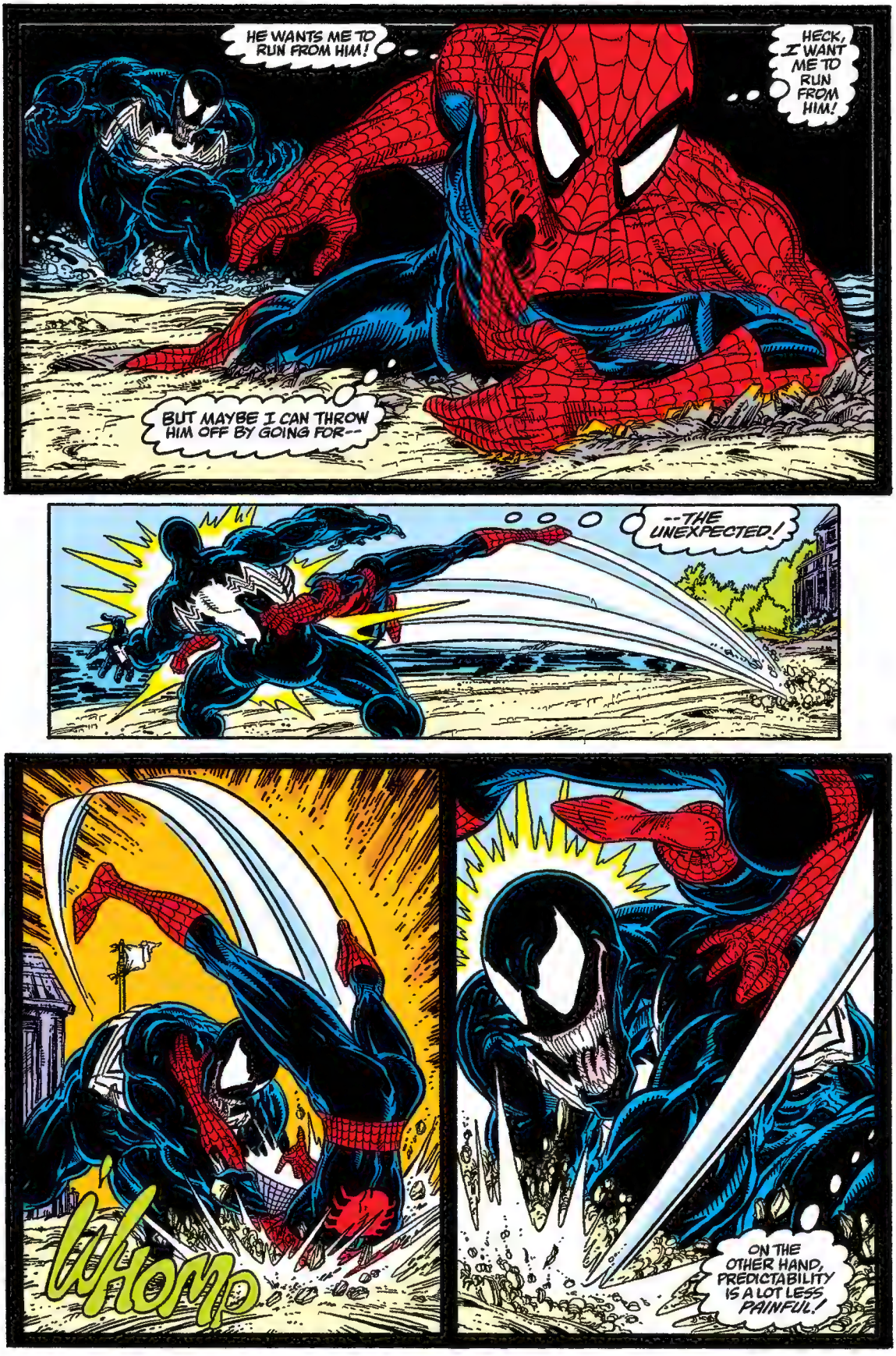
BESIDES, SOMETIMES THE ONE THING THAT MAKES BEING SPIDER-MAN BEARABLE IS BEING ABLE TO ESCAPE BACK TO MY RELATIVELY NORMAL LIFE AS PETER PARKER. THAT'S PRECIOUS TO ME. ALMOST AS PRECIOUS AS YOU ARE.
AND YOU'D BECOME A TARGET FOR EVERY VENGEFUL LUNATIC I EVER FOUGHT!
I... I GUESS YOU'RE RIGHT. BUT I'M SO FRIGHTENED FOR YOU! PLEASE, DARLING, GET SOME KIND OF HELP? FOR ME?
ALL RIGHT, MJ. FOR YOU.
THAT'S GOING TO BE A TOUGH PROMISE TO KEEP. HOW CAN I GET HELP IN A WAY THAT VENOM WON'T KNOW I'M GETTING IT?!

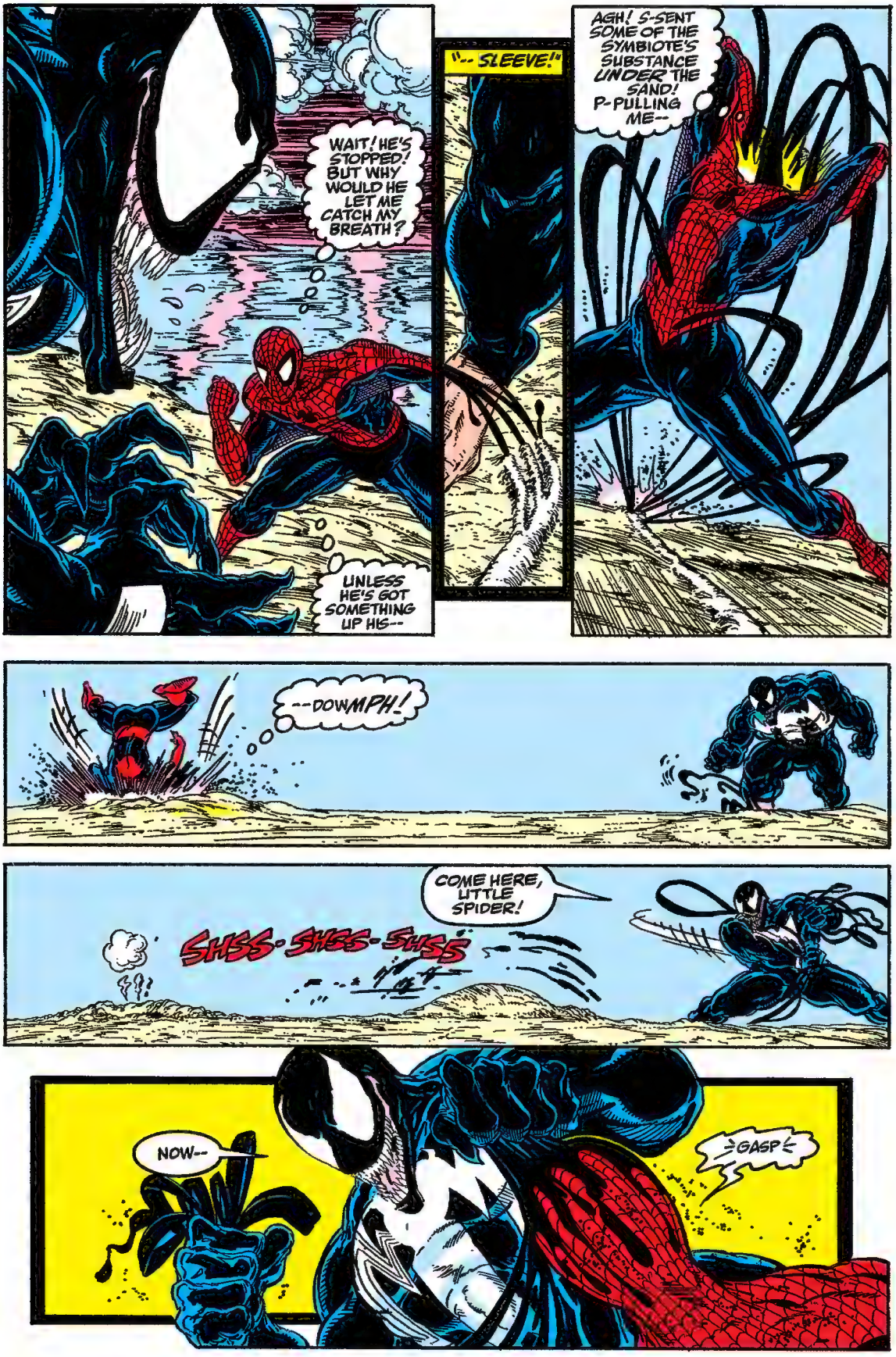

THE SEARCH FOR A SOLUTION WANDERS THROUGH EVENING, LEADING AT LAST TO THE SOUTH BROOKLYN PSYCHIATRIC FACILITY--
--WHERE DR. CHARLES JEFFERSON CONCLUDES HIS USUAL 14-HOUR WORK DAY...
TAP TAP
EH?
SPIDER-MAN! THE LAST TIME WE MET, YOU DROPPED DOWN FROM A TREE!*
DON'T YOU COSTUMED FELLOWS EVER USE DOORS?
SORRY, DOC, BUT I HAVE TO TALK TO YOU!
IT'S A MATTER OF LIFE OR DEATH!
* SEE AMAZING SPIDER-MAN #296. --J.G.
MINE!

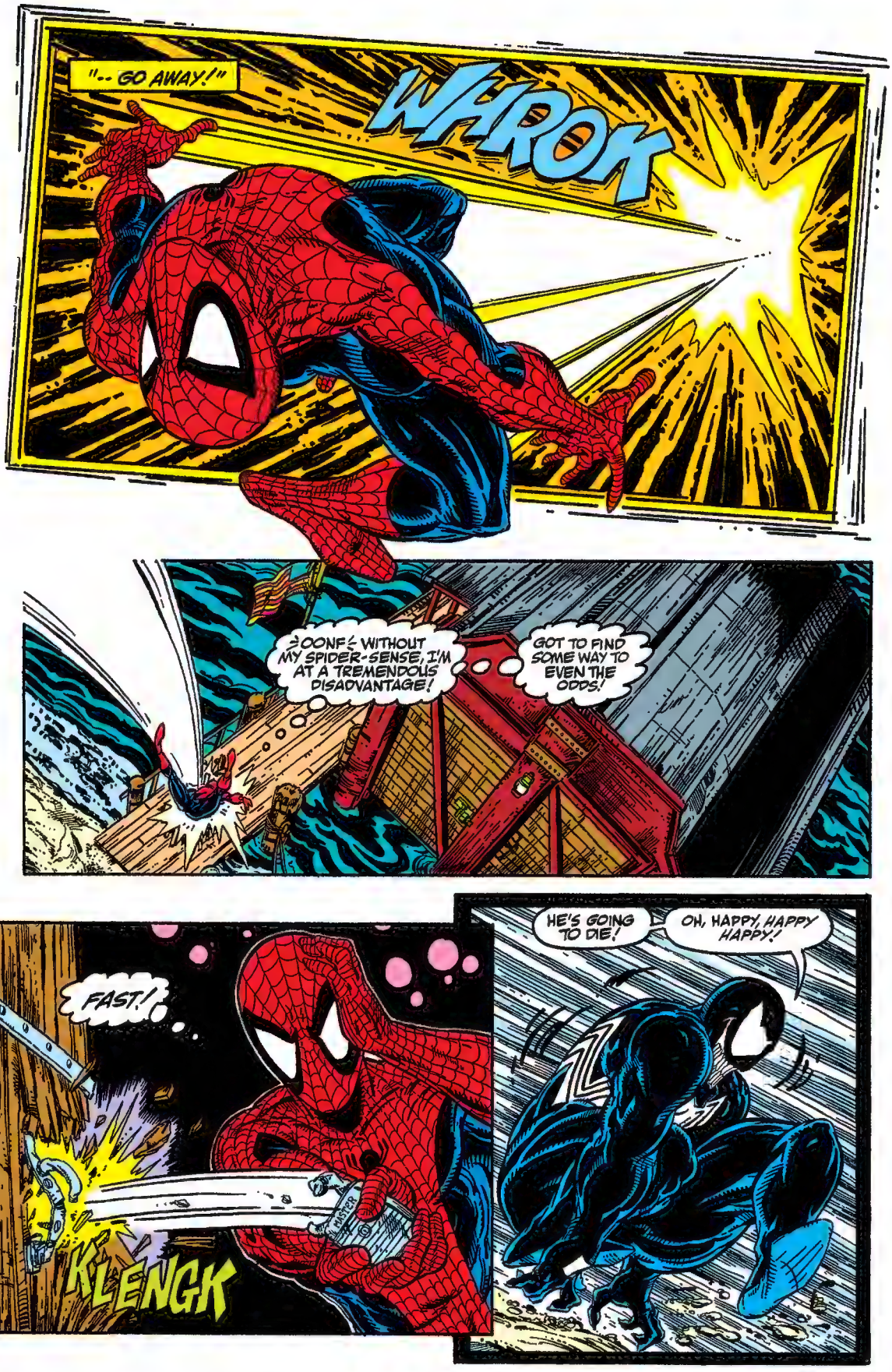

MORNING.
MONTAUK.
SIGN ON THE GATE SAID "SEACREST."
BETTER GET READY.
JUST HOPE THE ADVICE DOC JEFFERSON GAVE ME WILL BE ENOUGH. I TOLD HIM THE WHOLE STORY-- MINUS DETAILS OF MY CIVILIAN IDENTITY, OF COURSE--

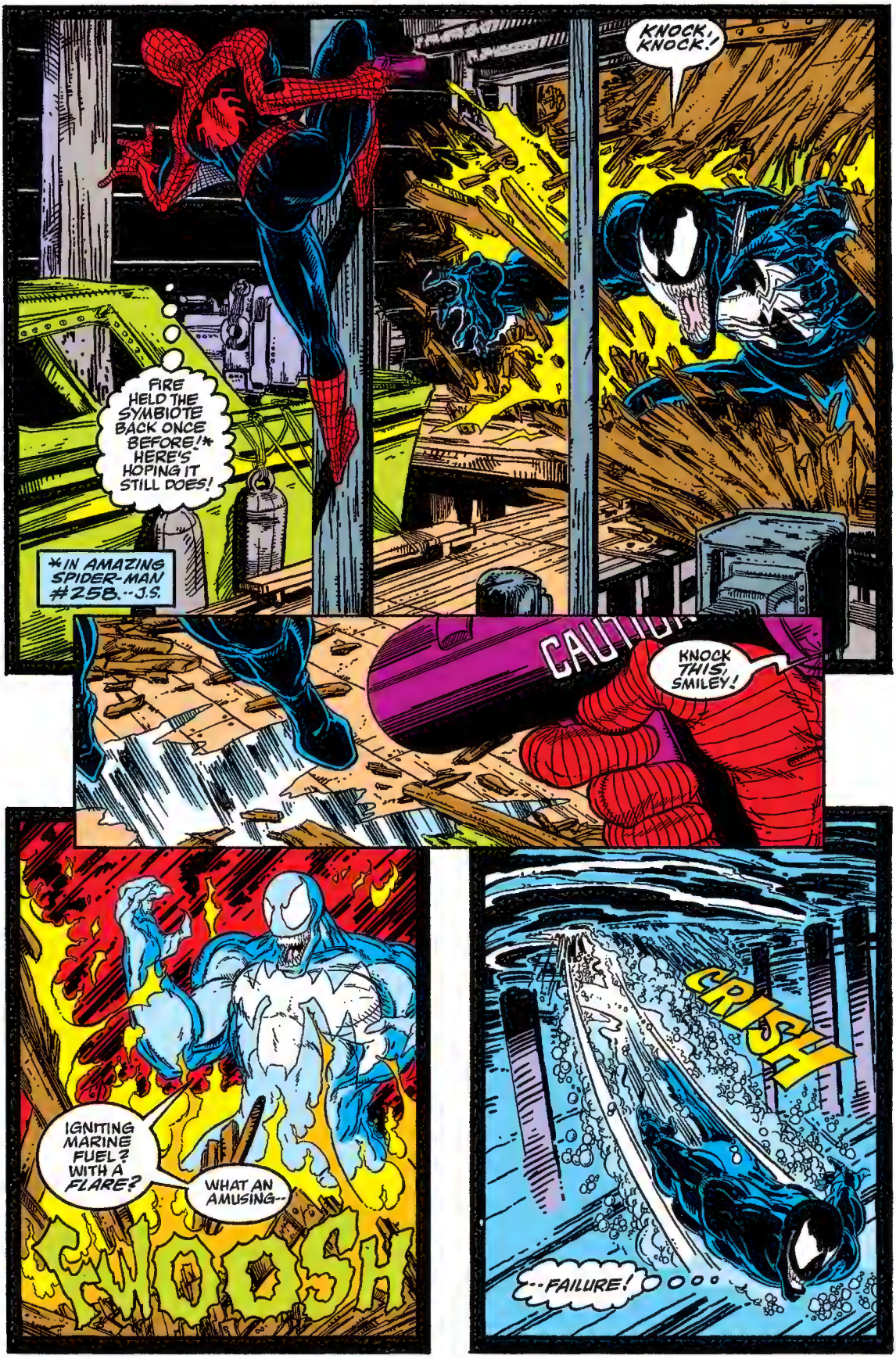

--AND HE SAID THE SYMBIOTE SHOWED SIGNS OF A CLASSIC LOVE-HATE RELATIONSHIP. WHEN SOMEONE IS SPURNED BY A LOVE OBJECT, THEY SOMETIMES CHANNEL THEIR FEELINGS IN A STRONGLY OPPOSITE DIRECTION.
BUT THE EMOTION AT THE CORE OF IT ALL IS STILL LOVE!
HMPH. THE ONLY SIGN OF LOVE VENOM HAS SHOWN--
--IS TRYING TO ADMINISTER THE KISS OF DEATH!

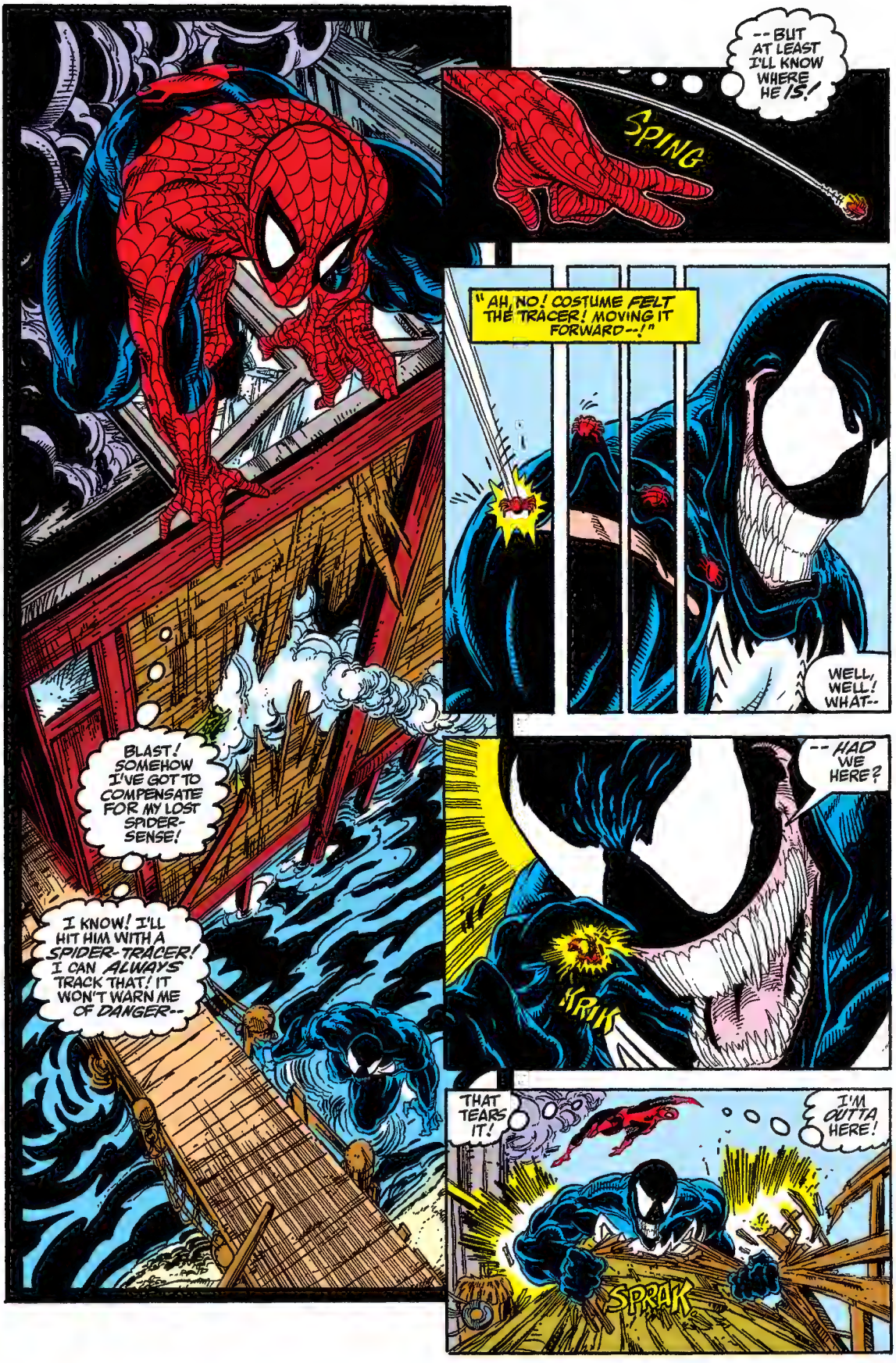

TOP O' THE MORNIN'!
BRAKSH
GOOD EXAMPLE!

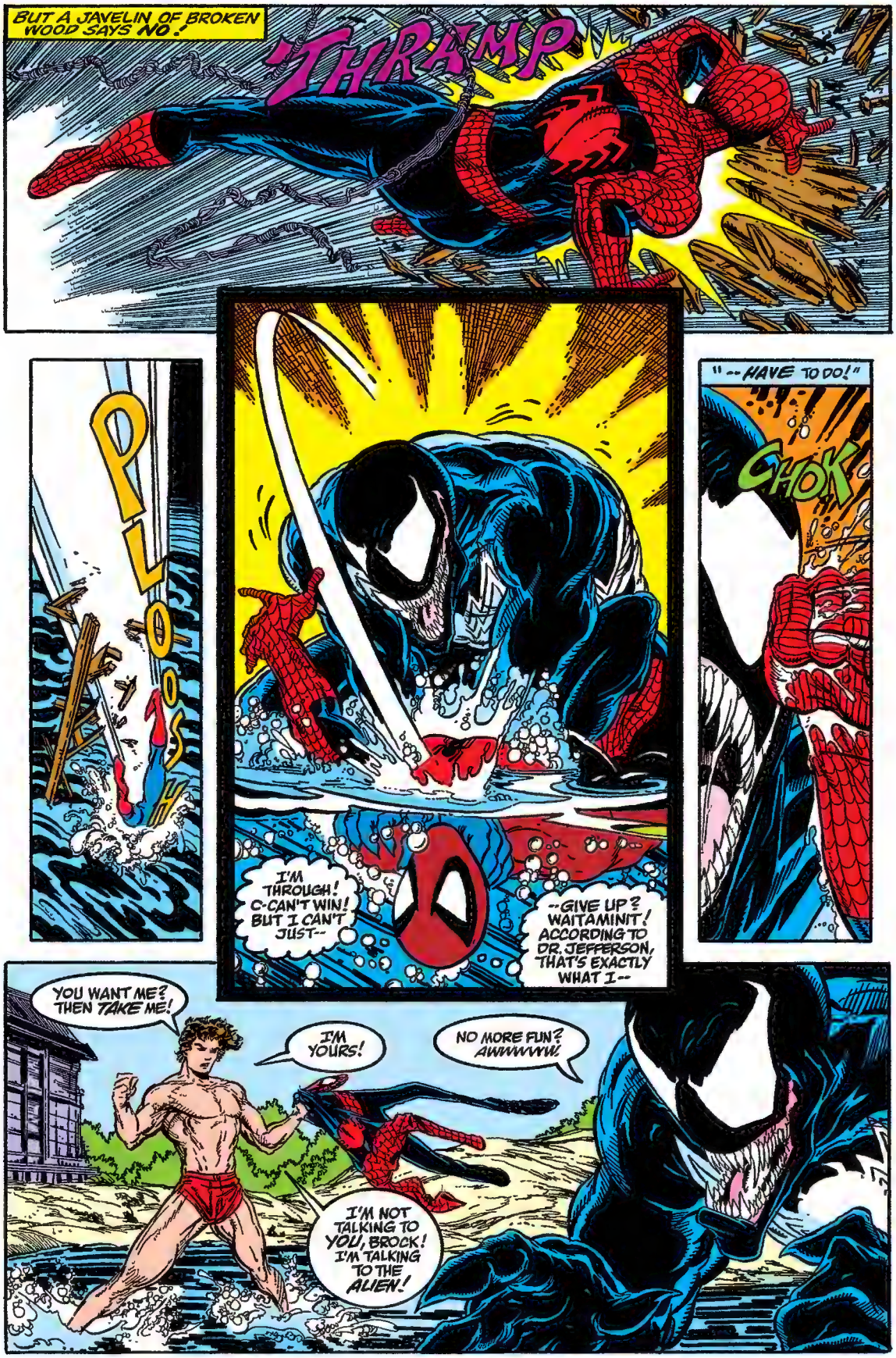

HE WANTS ME TO RUN FROM HIM!
HECK, I WANT ME TO RUN FROM HIM!
BUT MAYBE I CAN THROW HIM OFF BY GOING FOR--
--THE UNEXPECTED!
WHOMP
ON THE OTHER HAND, PREDICTABILITY IS A LOT LESS PAINFUL!

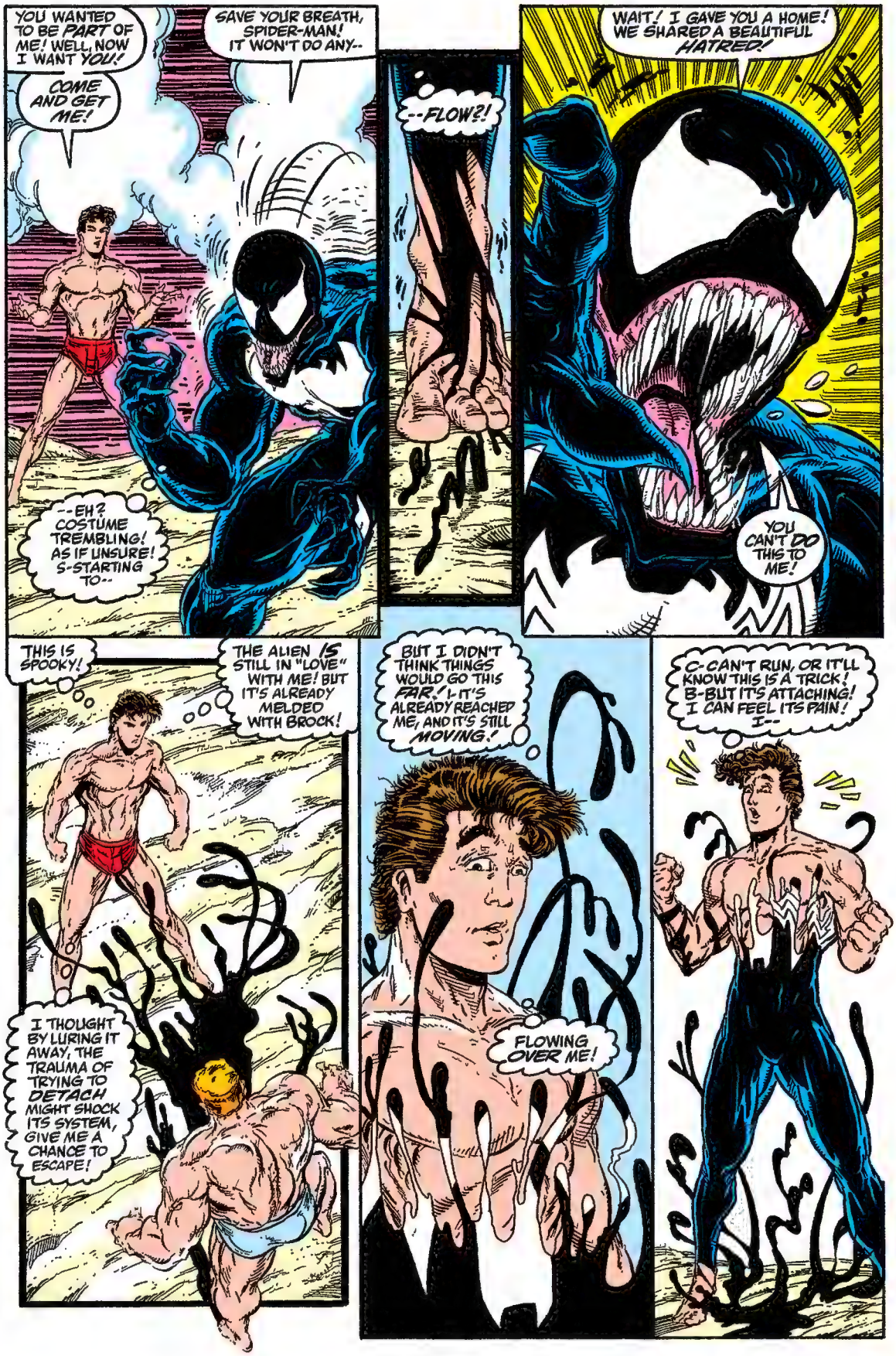

WAIT! HE'S STOPPED! BUT WHY WOULD HE LET ME CATCH MY BREATH?
UNLESS HE'S GOT SOMETHING UP HIS--
"-- SLEEVE!"
AGH! S-SENT SOME OF THE SYMBIOTE'S SUBSTANCE UNDER THE SAND! P-PULLING ME--
--DOWMPH!
COME HERE, LITTLE SPIDER!
SHSS-SHSS-SHSS
NOW--
=GASP=

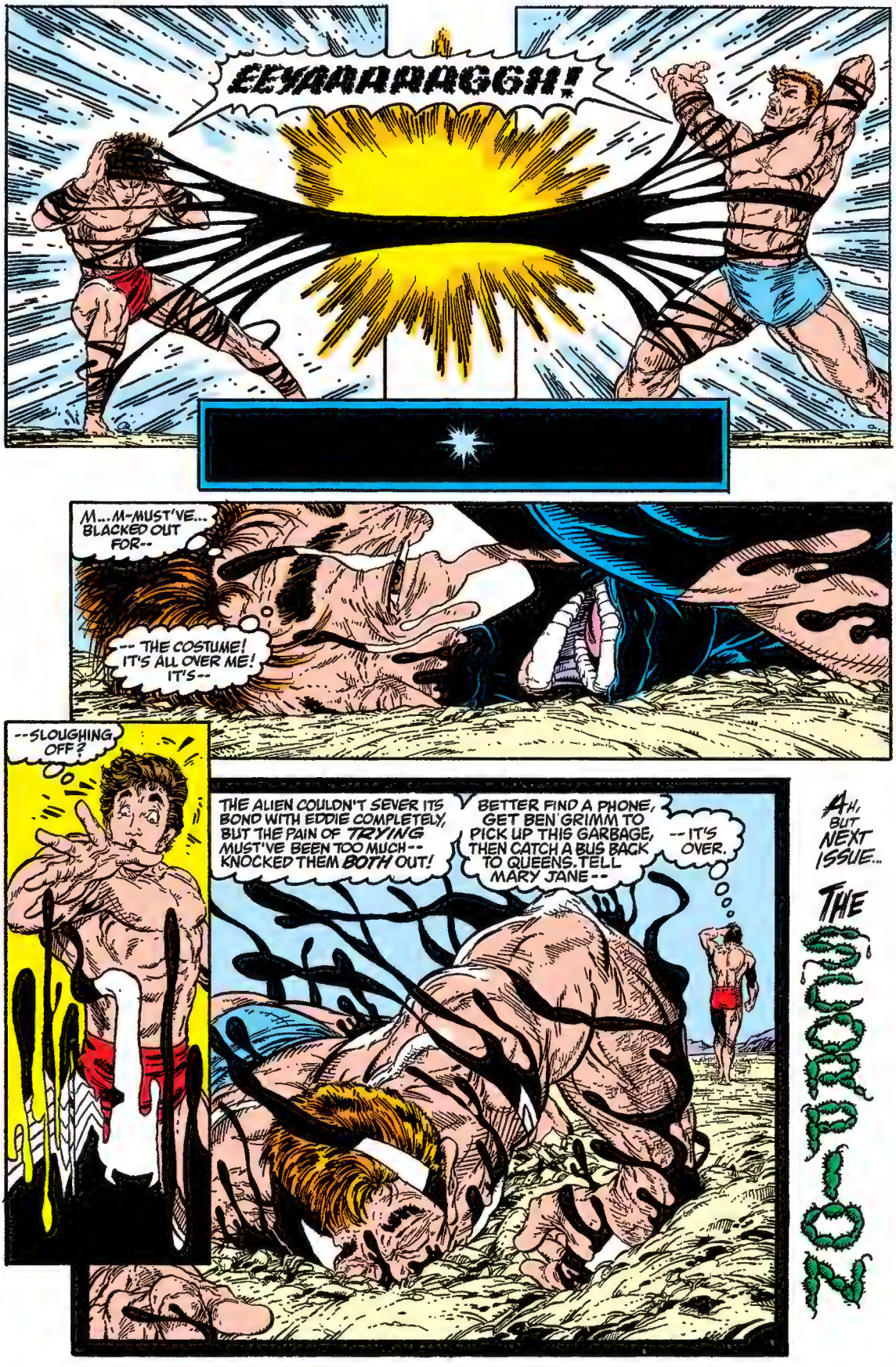

"... GO AWAY!"
WHROK
OONF! WITHOUT MY SPIDER-SENSE, I'M AT A TREMENDOUS DISADVANTAGE!
GOT TO FIND SOME WAY TO EVEN THE ODDS!
FAST!
KLENGK
HE'S GOING TO DIE!
OH, HAPPY, HAPPY HAPPY!


KNOCK! KNOCK!
FIRE HELD THE SYMBIOTE BACK ONCE BEFORE!* HERE'S HOPING IT STILL DOES!
*IN AMAZING SPIDER-MAN #258.--J.S.
KNOCK THIS, SMILEY!
IGNITING MARINE FUEL? WITH A FLARE?
WHAT AN AMUSING--
WOOOSH
CRASH
--FAILURE!


--BUT AT LEAST I'LL KNOW WHERE HE IS!
SPING
"AH, NO! COSTUME FELT THE TRACER! MOVING IT FORWARD--!"
WELL, WELL! WHAT--
--HAD WE HERE?
KRAK
THAT TEARS IT!
I'M OUTTA HERE!
SPRAK
BLAST! SOMEHOW I'VE GOT TO COMPENSATE FOR MY LOST SPIDER-SENSE!
I KNOW! I'LL HIT HIM WITH A SPIDER-TRACER! I CAN ALWAYS TRACK THAT! IT WON'T WARN ME OF DANGER--


BUT A JAVELIN OF BROKEN WOOD SAYS NO!
THRAMP
PLOOSH
I'M THROUGH! C-CAN'T WIN! BUT I CAN'T JUST--
--GIVE UP? WAITAMINIT! ACCORDING TO DR. JEFFERSON, THAT'S EXACTLY WHAT I--
"--HAVE TO DO!"
CHOK
YOU WANT ME? THEN TAKE ME!
I'M YOURS!
NO MORE FUN? AWWWWW!
I'M NOT TALKING TO YOU, BROCK! I'M TALKING TO THE ALIEN!


YOU WANTED TO BE PART OF ME! WELL, NOW I WANT YOU!
COME AND GET ME!
SAVE YOUR BREATH, SPIDER-MAN! IT WON'T DO ANY--
--EH? COSTUME TREMBLING! AS IF UNSURE! S-STARTING TO--
--FLOW?!
WAIT! I GAVE YOU A HOME! WE SHARED A BEAUTIFUL HATRED!
YOU CAN'T DO THIS TO ME!
THIS IS SPOOKY!
THE ALIEN IS STILL IN "LOVE" WITH ME! BUT IT'S ALREADY MELDED WITH BROCK!
I THOUGHT BY LURING IT AWAY, THE TRAUMA OF TRYING TO DETACH MIGHT SHOCK ITS SYSTEM, GIVE ME A CHANCE TO ESCAPE!
BUT I DIDN'T THINK THINGS WOULD GO THIS FAR! IT'S ALREADY REACHED ME, AND IT'S STILL MOVING!
FLOWING OVER ME!
C-CAN'T RUN, OR IT'LL KNOW THIS IS A TRICK! B-BUT IT'S ATTACHING! I CAN FEEL ITS PAIN! I--


EEYAAAAAGGH!
M...M-MUST'VE... BLACKED OUT FOR--
-- THE COSTUME! IT'S ALL OVER ME! IT'S--
--SLOUGHING OFF?
THE ALIEN COULDN'T SEVER ITS BOND WITH EDDIE COMPLETELY, BUT THE PAIN OF TRYING MUST'VE BEEN TOO MUCH-- KNOCKED THEM BOTH OUT!
BETTER FIND A PHONE, GET BEN GRIMM TO PICK UP THIS GARBAGE, THEN CATCH A BUS BACK TO QUEENS. TELL MARY JANE--
--IT'S OVER.
AH, BUT NEXT ISSUE...
THE SCORPION

VENOM

Real name: Edward "Eddie" Brock
Occupation: Former journalist for the *Daily Globe*
Identity: Known to legal authorities
Legal status: Citizen of the United States with a criminal record
Other aliases: None
Place of birth: New York City, New York
Marital status: Single
Known relatives: None
Group affiliation: None
Base of operations: New York City
First appearance: (as alien costume) SECRET WARS #8; (behind the scenes) WEB OF SPIDER-MAN #18; (actual appearance) AMAZING SPIDER-MAN #299
Origin: AMAZING SPIDER-MAN #300
History: On Battleworld, a planet created by a being calling himself the Beyonder, the crimefighter known as Spider-Man obtained a sleek, black costume when his familiar red-and-blue one was ripped into tatters (see *Beyonder, Spider-Man*). After the Asgardian thunder god, Thor, had acquired a new cape and helmet from a bizarre machine that replicated fabric, Spider-Man attempted the same feat, but mistakenly reached into a machine that housed a strange symbiote, one of the many odd life forms encountered on Battleworld (see *Thor*).

When Spider-Man grabbed the little black ball, it instantly slithered over his body, covering him from head to toe. But it did not pattern itself after his red-and-blue costume. Rather, it took on the appearance of the garment worn by the new superhuman adventurer introduced on Battleworld and Spider-Woman, whom Spider-Man had been admiring (see *Spider-Woman*).

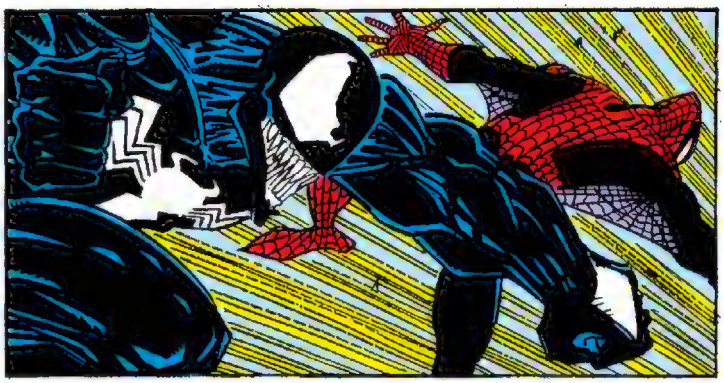
The web-spinner was amazed at the properties of his new suit, but never questioned the mechanism behind them. For instance, it could mimic any type of clothing whatsoever, making Spider-Man's need for spare clothing obsolete. It also contained a "dimensional aperture" where he could place his camera, spare change, and other items without adding to the bulk of the costume. The costume was also equipped with its own web-shooters and seemingly contained an unlimited supply of webbing.

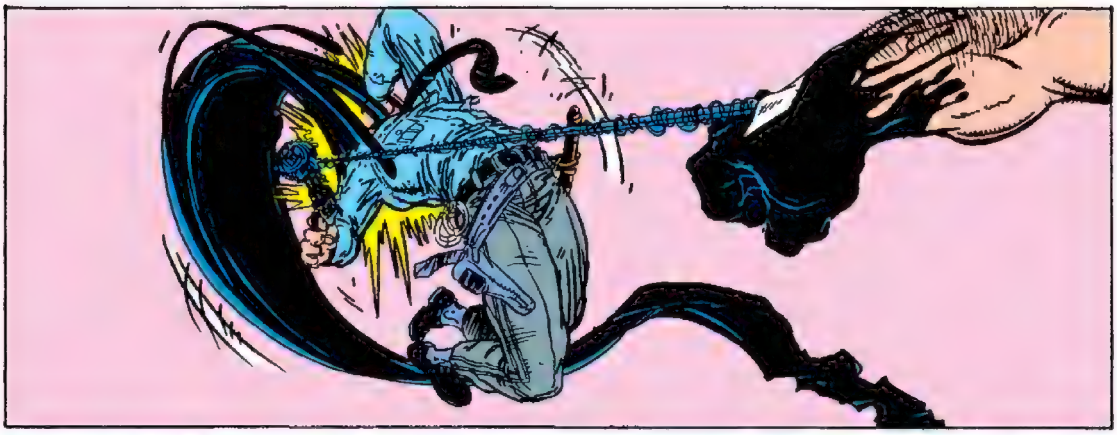
Once Spider-Man returned to Earth, the alien costume could not tolerate being separated from its host for long periods of time. At nights, when Spider-Man's alter-ego, Peter Parker, slept, the symbiote would engulf him and send the somnambulator to battle evil.

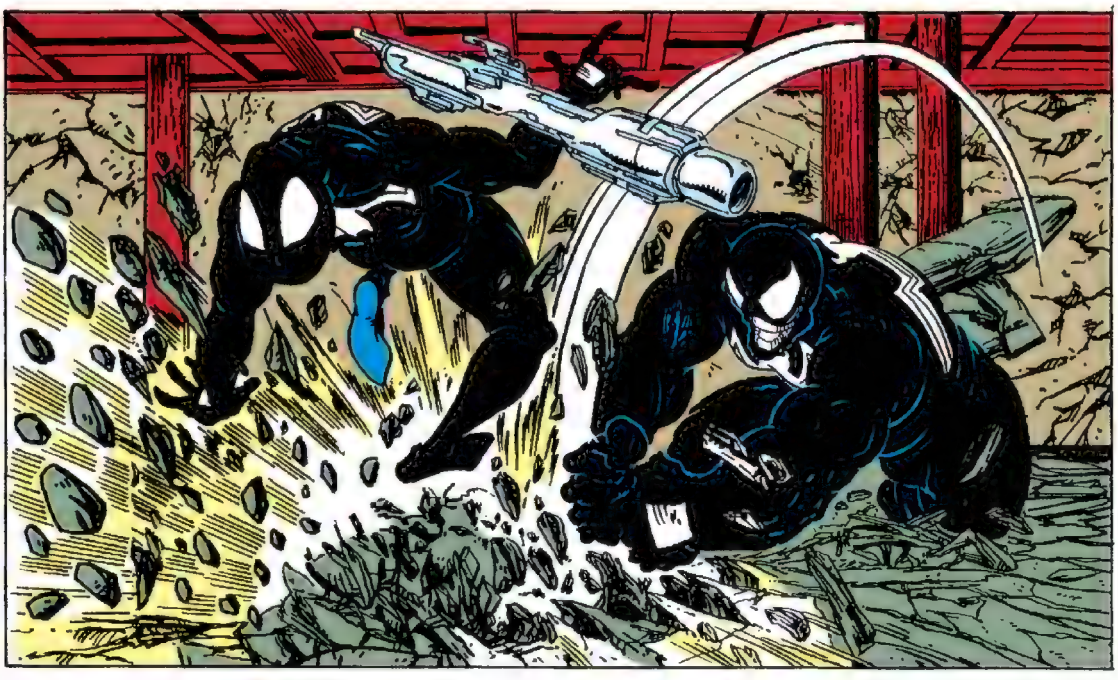
Later, Spider-Man battled the Puma, who perceived that the wall-crawler's webs were organic (see *Puma*). Startled by this revelation, Spider-Man accepted Reed Richards' offer to study the costume (see *Mr. Fantastic*). Richards learned that the costume was actually a living alien symbiote, a parasite trying to graft itself permanently to Spider-Man both mentally and physically. Richards succeeded in separating the alien costume from its host by shooting it with a "sonic blaster." He then contained the being in a special environmental cell.

But the alien was much more intelligent than anyone perceived. It escaped from its cell and made its way to Peter Parker's closet where it waited, disguised as a spare red-and-blue costume. Spider-Man unwittingly donned the costume, which immediately made itself apparent. He brought it to the bell tower at Our Lady of Saints Church gambling the intense sound of its bells would destroy it.

Spider-Man lost the gamble, and he succumbed to the bells before the costume did.







However, the empathic parasite had preyed upon the emotions of Spider-Man long enough to learn how to feel, and in feeling, to act. Sacrificing itself, the alien costume saved Spider-Man, who assumed it then crawled away to die.

Actually, the symbiote, weak and dying, slithered down into the church where Eddie Brock kneeled in prayer at the altar. Raised a Catholic, he was begging forgiveness for the suicide he was contemplating. Brock had been a successful columnist for the newly-revived *Daily Globe* until he began writing a series of articles about the "Sin-Eater murders" (see *Sin-Eater*). A bogus offender had confessed to Brock about committing the murders. Protecting the "murderer's" identity under the First Amendment, Brock related his story every day in the *Globe* until mounting pressure from the authorities forced him to write an exclusive revealing the murderer.

Although that edition of the paper sold out immediately, Spider-Man soon revealed the true identity of the Sin-Eater to be Detective Stan Carter, making Brock a laughingstock among his fellow journalists. Fired from the *Daily Globe*, he was forced to write venomous drivel for scandal newspapers. Brock blamed his predicament on Spider-Man.

Brock began an intense physical workout program hoping to reduce the stress his life had become. However, such physical exertions only increased his violent obsession with Spider-Man. Although his body had been honed to near-perfection, Brock's mind was reduced to an all-consuming vessel of hatred.

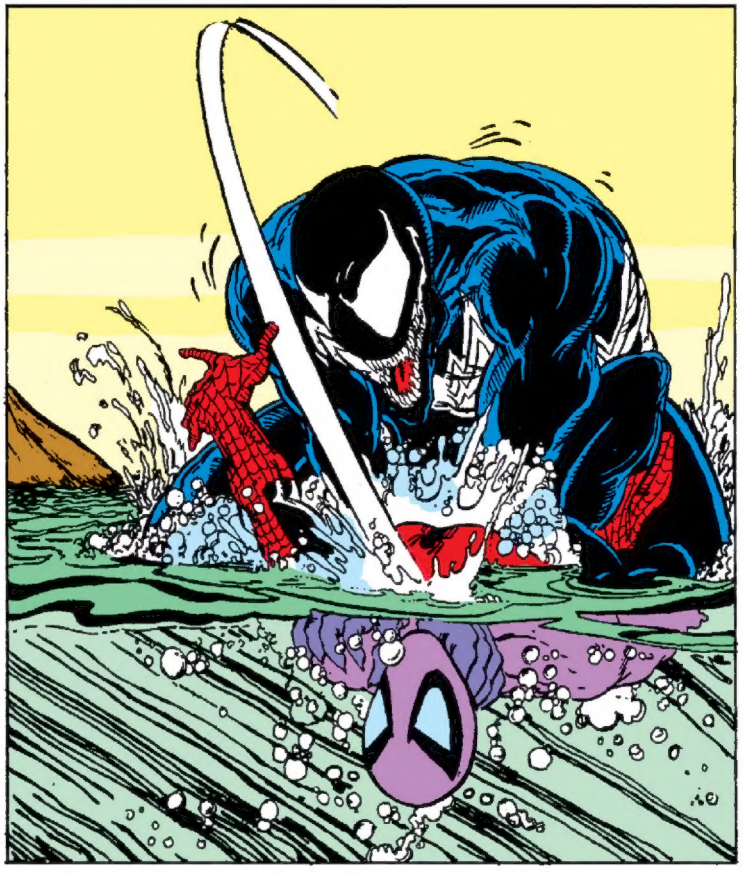
It was this expression of fierce emotion that attracted the empathic parasite. In order to survive, the alien costume had to feed off the nearest and greatest source of emotion. The symbiote joined mentally and physically with Brock, whose emotions overwhelmed the already confused alien. The dominant thought on both their minds was that of Spider-Man. But Brock's sheer hatred for the crimefighter twisted the costume's feelings to a similar extent. In effect, Brock's emotions drove the symbiote insane, just as their bonding may have driven Brock over the edge.

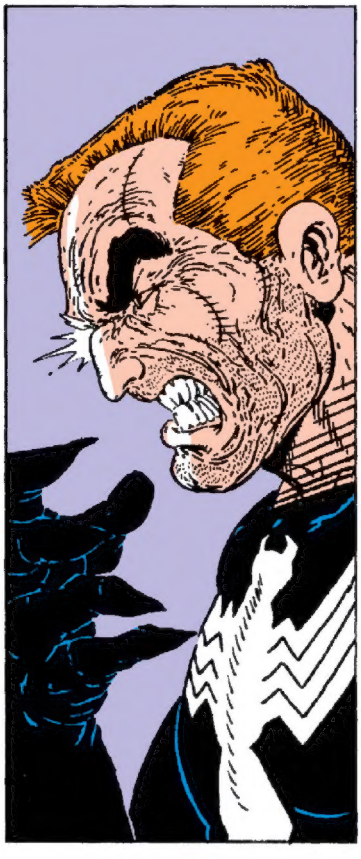
Brock soon discovered that the costume gave him all the powers of Spider-Man, and more besides. It also added bulk to his already large frame and increased his strength to superhuman levels. Calling himself "Venom," Brock directed the costume to sprout a hideous grin and he plotted his revenge.

Through the costume, Venom learned a great deal about Spider-Man, including his secret identity. Brock taunted Peter Parker with minor assaults, such as pushing him in front of a moving subway train. The alien costume could cancel out the wall-crawler's spider-sense presumably by projecting conflicting frequencies upon the brain waves which act as its mechanism.

Venom finally made a bold move when he confronted Parker's wife, Mary Jane Watson-Parker, at their old Chelsea apartment (see *Watson-Parker, Mary Jane*). Although Venom's twisted sense of morality did not allow him to physically harm Mary Jane, Spider-Man immediately realized the nature of this threat.

Taking the time to retrieve the sonic blaster from the Fantastic Four, Spider-Man challenged Venom at Our Lady of Saints Church (see *Fantastic Four*). Although he fired the blaster at Venom, Spider-Man soon discovered that the symbiote could not be separated from Brock because it had completely bonded with him. Trying to escape and rethink his options, Spider-Man was caught unawares by Venom. He captured Spider-Man and secured him to the inside of the church bell with a considerable amount of webbing.





Spider-Man narrowly escaped the bell's crushing clapper before defeating Venom by forcing him to deplete his webbing supply, of which the alien symbiote was actually comprised. Before the alien could regenerate enough of its mass to become a renewed threat, Spider-Man brought Venom to the Fantastic Four who imprisoned him in a sonic containment cell. The Fantastic Four then shipped Venom to the government super-prison in the Colorado Rockies called the Vault (see *Vault*).

Venom later escaped the Vault by directing the alien costume to disguise itself as a guard's uniform. A young guard who had just been assigned to the Vault was fooled into thinking that Venom was a fallen colleague and he released the gate mechanism which imprisoned the criminal. Venom killed the naive guard and escaped to New York City, where he once again confronted Spider-Man.

This time Spider-Man used psychological warfare upon Venom, by taunting the alien symbiote to return to him. The alien, torn by its love-hate relationship for Spider-Man, tried to leave Brock and to re-establish its link with its original owner. But the trauma of trying to detach itself from Brock's nervous system was too much to bear. The alien costume and Eddie Brock were both knocked unconscious and were subsequently returned to the Vault, where they are now incarcerated.

Height: 6'3"
Weight: 260 lbs.
Eyes: Blue
Hair: Reddish blond

Strength level: Venom possesses superhuman strength enabling him to lift (press) almost 11 tons.

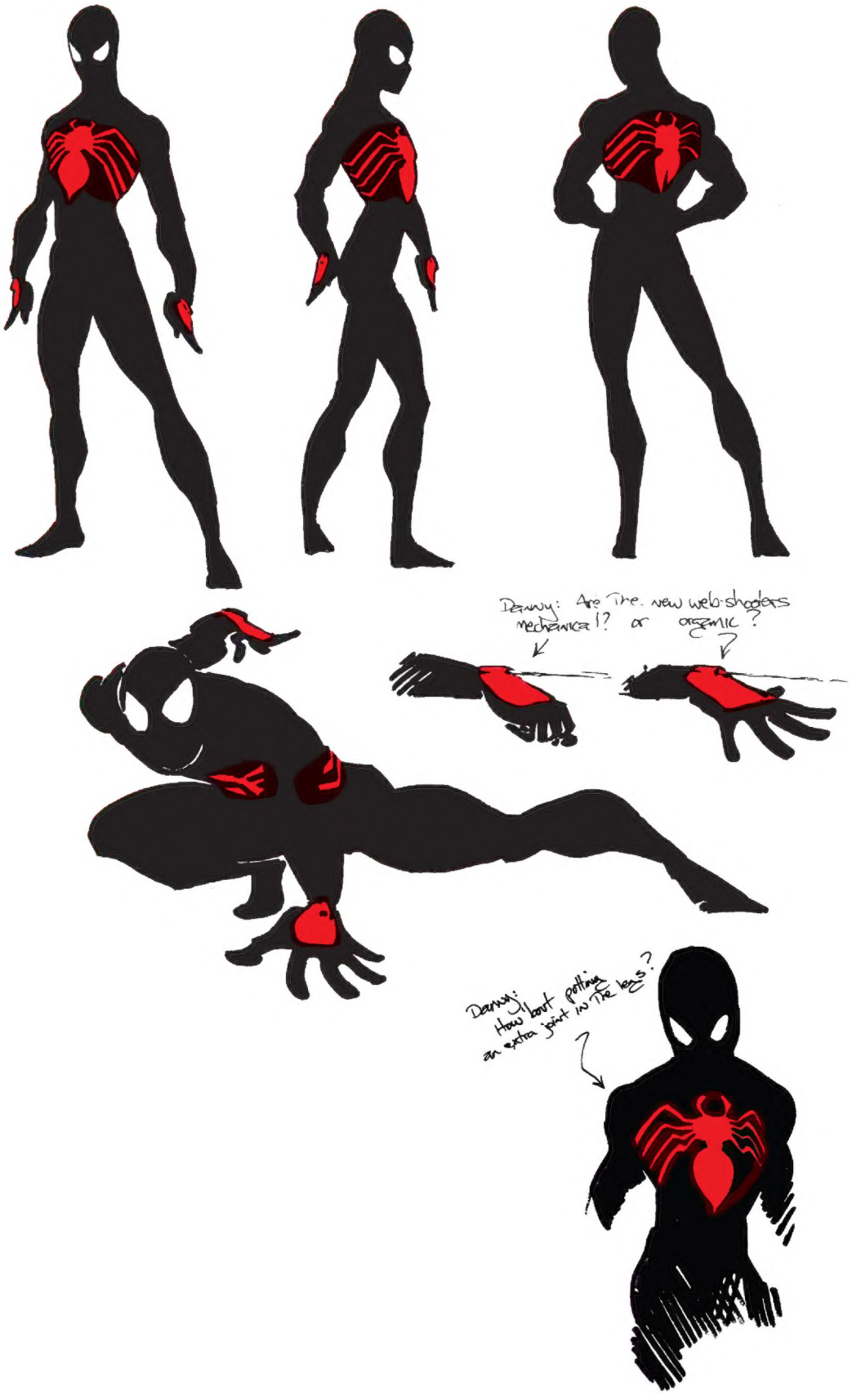
Known superhuman powers: The alien costume, which has grafted itself to the nervous system of Eddie Brock, somehow absorbed the powers of Spider-Man during its brief symbiotic relationship with him. These powers have now been transferred to Brock, so long as he wears the costume. Brock had conditioned himself to lift (press) almost 700 lbs. before he came into contact with the costume. Once they merged, the costume added Spider-Man's superhuman strength to Brock's vast human strength, making him more powerful than Spider-Man.

The alien costume also replicates Spider-Man's ability to cling to walls by controlling the flux of inter-atomic attraction between molecular boundary layers.

Venom can also shoot strands of the alien's substance in the form of "webbing" at high pressure up to a distance of 70 feet. The alien's substance seems to be composed of tough, flexible fibers of organic polymers, which regenerate swiftly after "shedding." The strands have extraordinary adhesive properties which diminish rapidly once they abandon their living source. After about three hours, with no source to nourish them, the strands dry up like dead skin and dissolve into a powder. The strands possess a tensile strength of 125 pounds per square millimeter of cross section.

Venom also possesses an extrasensory ability similar to Spider-Man's spider-sense. This response is not as complicated as Spider-Man's inherent sense since the alien costume can detect danger from every direction and conduct Brock in plenty of time. It is not as efficient as Spider-Man's spider-sense because it takes longer to communicate the danger, and Brock's reflexes are not as fast as Spider-Man's, even though they are enhanced by the alien costume. It is unknown whether Venom could dodge a gunshot or a barrage of bullets. ■

Spider-Man black costume design from *Marvel Age #12*



THE ORIGIN OF VENOM!

The Beyonder's Battleworld might seem a strange place to get new threads, but it's Spider-Man who becomes unraveled when his shape-changing costume attempts to darken his life as well as his fashion sense! But ridding himself of his riotous raiment proves an even greater mistake when its alien enmity bonds with mortal madness to form our hero's most dedicated decimator! Plus: the first appearances of Puma and the Rose! Mary Jane Watson's startling secret! And the debut of the battling...Bag-Man!? Guest-starring the Black Cat, the Fantastic Four and more!

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